



CT Vision (International) Holdings Limited 中天宏信（國際）控股有限公司

(Incorporated in Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：994

ANNUAL REPORT

年報

2019



Contents

目錄

	Page 頁次
Corporate Information 公司資料	2
Chairlady's Statement 主席報告	4
Management Discussion and Analysis 管理層討論與分析	7
Biographies of Directors and Senior Management 董事及高級管理人員履歷	17
Directors' Report 董事會報告	23
Corporate Governance Report 企業管治報告	34
Environmental, Social and Governance Report 環境、社會及管治報告	51
Independent Auditor's Report 獨立核數師報告	70
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	77
Consolidated Statement of Financial Position 綜合財務狀況表	78
Consolidated Statement of Changes in Equity 綜合權益變動表	80
Consolidated Statement of Cash Flows 綜合現金流量表	81
Notes to the Consolidated Financial Statements 綜合財務報表附註	83
Financial Summary 財務摘要	200

Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wu Rui (*Vice chairman*) (*appointed on 26 April 2019*)
Dr. Ho Chun Kit Gregory (*Chief executive officer*) (*appointed on 26 April 2019*)
Mr. Lee Kai Lun
Mr. Guo Jianfeng
Dr. Kan Hou Sek, Jim (*resigned on 24 July 2019*)
Mr. Lee Sai Man (*resigned on 26 April 2019*)
Mr. Wong Siu Kwai (*resigned on 26 April 2019*)
Mr. Kwong Po Lam (*resigned on 26 April 2019*)

Non-executive Directors

Ms. Du Yi (*Chairlady*) (*appointed on 26 April 2019*)
Ms. Yip Man Shan (*appointed on 26 April 2019*)

Independent Non-executive Directors

Ms. Ng Yi Kum, Estella (*appointed on 16 July 2019*)
Mr. Wong Wing Cheong Philip (*appointed on 16 July 2019*)
Dr. Tang Dajie (*appointed on 16 July 2019*)
Mr. Fan Siu Kay (*resigned on 16 July 2019*)
Mr. Leung William Wai Kai (*resigned on 16 July 2019*)
Mr. Lo Chi Leung (*resigned on 16 July 2019*)

AUDIT COMMITTEE

Ms. Ng Yi Kum, Estella (*Chairlady*)
Mr. Wong Wing Cheong Philip
Dr. Tang Dajie

REMUNERATION COMMITTEE

Mr. Wong Wing Cheong Philip (*Chairman*)
Mr. Wu Rui
Ms. Ng Yi Kum, Estella

NOMINATION COMMITTEE

Ms. Du Yi (*Chairlady*)
Dr. Ho Chun Kit Gregory
Ms. Ng Yi Kum, Estella
Mr. Wong Wing Cheong Philip
Dr. Tang Dajie

董事會

執行董事

吳瑞先生(*副主席*)(於2019年4月26日獲委任)
何俊傑博士(*行政總裁*)(於2019年4月26日獲委任)
利啟麟先生
郭劍峰先生
簡厚錫博士(於2019年7月24日辭任)
李世民先生(於2019年4月26日辭任)
黃紹桂先生(於2019年4月26日辭任)
鄭保林先生(於2019年4月26日辭任)

非執行董事

杜毅女士(*主席*)(於2019年4月26日獲委任)
葉文珊女士(於2019年4月26日獲委任)

獨立非執行董事

伍綺琴女士(於2019年7月16日獲委任)
黃永昌先生(於2019年7月16日獲委任)
湯大杰博士(於2019年7月16日獲委任)
樊紹基先生(於2019年7月16日辭任)
梁煒佳先生(於2019年7月16日辭任)
盧志良先生(於2019年7月16日辭任)

審核委員會

伍綺琴女士(*主席*)
黃永昌先生
湯大杰博士

薪酬委員會

黃永昌先生(*主席*)
吳瑞先生
伍綺琴女士

提名委員會

杜毅女士(*主席*)
何俊傑博士
伍綺琴女士
黃永昌先生
湯大杰博士

Corporate Information 公司資料

AUTHORISED REPRESENTATIVES

Dr. Ho Chun Kit Gregory
Mr. Lo Chun Man

COMPANY SECRETARY

Mr. Lo Chun Man

AUDITOR

Deloitte Touche Tohmatsu, *Certified Public Accountants*
Public Interest Entity Auditor registered in accordance with
the Financial Reporting Council Ordinance

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

REGISTERED OFFICE

Clifton House, 75 Fort Street
P.O. Box 1350, Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room Nos. 808–814, 8th Floor, Sun Hung Kai Centre
30 Harbour Road, Wanchai, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR TRANSFER OFFICE

Estera Trust (Cayman) Limited

WEBSITE

www.ctvision994.com

STOCK CODE

994

授權代表

何俊傑博士
盧俊文先生

公司秘書

盧俊文先生

核數師

德勤·關黃陳方會計師行，*執業會計師*
於《財務匯報局條例》下的註冊公眾利益
實體核數師

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

註冊辦事處

Clifton House, 75 Fort Street
P.O. Box 1350, Grand Cayman KY1-1108
Cayman Islands

總部及香港主要營業地點

香港灣仔港灣道30號
新鴻基中心8樓808–814室

香港股份過戶登記分處

寶德隆證券登記有限公司

開曼群島股份過戶登記總處

Estera Trust (Cayman) Limited

網站

www.ctvision994.com

股份代號

994

Chairlady's Statement

主席報告

To Our Shareholders,

On behalf of the Board of Directors of CT Vision (International) Holdings Limited (the "Company"), I am pleased to present you with the annual report for the year ended 31 December 2019.

CONSTRUCTION SERVICES

2019 is a year full of challenges and changes. The slowdown in global economy due to the Sino-U.S. trade disputes and the social unrest in Hong Kong in the second half of 2019 have severely affected the investment climate of the construction industry, resulting in a sharp decline in the number of available projects for tender as well as a significant reduction in profit margin of construction projects, and thereby making the project tendering more challenging. In light of the aforesaid factors, during the year ended 31 December 2019, the Group has not been awarded any new contracts for general building works projects and only obtained seven new contracts for the foundation works and ancillary services. In addition, certain construction projects were at their ending phase. The revenue generated from construction services has accordingly plunged as compared with that of the corresponding period last year.

In response to the market challenges, the Group will continue to leverage the experience and technology of CT Vision Investment Limited ("CT Vision Investment"), our controlling shareholder, in introducing renewable energy to the construction industry so as to adopt energy-saving measures to the properties to be built, with a view to provide customers with more comprehensive construction services and enhancing their competitiveness in tendering for construction contracts.

尊貴的股東：

本人欣然代表中天宏信(國際)控股有限公司(「本公司」)董事會向閣下提呈截至2019年12月31日止年度的年報。

建築服務

2019年為充滿挑戰與變化的一年，全球經濟受中美貿易糾紛衝擊放緩，加上香港下半年開始的社會動盪，對建築行業的投資氛圍造成嚴重影響，導致可供招標的項目數量銳減同時，工程項目的利潤率亦顯著壓低，令早已充滿競爭的工程招標更加挑戰重重。受上述因素影響，本集團於截至2019年12月31日止年度並無獲授一般建築工程項目的新合約，地基工程及配套服務的新合約亦僅獲授七份，加上若干工程項目已處於竣工階段，建築服務所產生的收益因而較去年同期大幅下跌。

為應對市場環境挑戰，本集團將繼續透過控股股東中天宏信投資有限公司(「中天宏信投資」)於建築行業應用可再生能源之經驗及技術，將節能措施應用於將予建設之物業，為客戶提供更全面之建築服務，以提高於建築合約投標方面之競爭力。

Chairlady's Statement 主席報告

RENEWABLE ENERGY BUSINESS

In order to broaden the revenue base and diversify the Group's source of income geographically, TIEN New Energy Development Limited, a subsidiary of the Company, actively expands related businesses to accumulate technology and experience in renewable energy construction projects. In addition to the construction of solar power systems, the Company entered into contracts for the construction of wind power projects for the first time during the year. In view of the announcement of policies and measures from official authorities of the People's Republic of China (the "PRC") in 2019 to support the development of the renewable energy industry, the outlook of renewable energy industry remains optimistic in the near future. It is expected that renewable energy business will become the driving force for the Group's revenue in the future.

OUTLOOK

The global outbreak of novel coronavirus disease in early 2020 severely influenced the sentiment and operation of the society. In order to cope with the spread of the epidemic, intra-city or inter-regional traffic of a number of large and medium-sized cities in the PRC have been restricted. The administration has also tightened the quarantine measures and conditions for the enterprises to resume operation and postponed the resumption of work after the Chinese New Year holiday. The abovementioned measures caused delay in certain domestic renewable energy construction projects and is expected to affect the related results of the Company in the first half of 2020. In terms of construction services, it is expected that the new contracts for the foundation works and ancillary services, which have been signed in 2019, will generate revenue in 2020, and the Saipan project is expected to resume work by the end of 2020, which will bring a positive impact on the income of construction services in the coming year.

可再生能源業務

為拓寬收益基礎，分散本集團於地域的盈利來源，本公司附屬公司忠天新能源開發有限公司於累積可再生能源工程項目技術及經驗的基礎下，積極拓展相關業務，年內除興建太陽能發電站以外，亦首次簽訂了風電項目建築工程的合同。鑒於中華人民共和國（「中國」）官方機關已於2019年公佈了各種政策及措施，以支持可再生能源行業之發展，可再生能源行業之行業前景將在不久將來保持樂觀，預期可再生能源業務將成為未來本集團收益之推動力。

展望

2020年初新型冠狀病毒於全球爆發，社會氣氛及運作受到嚴重影響，為應對疫情擴散，中國多個大中型城市限制市內或跨域交通，加強檢疫措施以及公司恢復工作的條件，並推遲春節假期復工時間。上述措施令部份於國內進行的可再生能源工程項目相應延遲，預期將對本公司2020年上半年相關業績帶來影響。建築服務方面，預期2019年簽訂的地基工程及配套服務新合約將於2020年錄得收益，加上塞班項目有望於2020年年底前復工，將為來年建築服務收入帶來正面影響。

Chairlady's Statement

主席報告

Looking forward, the management will continue to prudently respond to market changes and challenges and seize the opportunities brought by the macroeconomic policy of the PRC. Besides, by leveraging on the substantial resources of CT Vision Investment, our controlling shareholder, we will explore possibilities to diversify our business for spreading risks. Meanwhile, it also complements the existing construction services business and creates synergies, so as to drive business growth and create value for shareholders.

APPRECIATION

I would like to take this opportunity to extend my sincere appreciation to our shareholders, customers, subcontractors and suppliers for their continuous support. In the meantime, I would also like to thank our Board of Directors, the management team and the staff of the Group for their hard work and dedication. Even if the business environment in the coming year is full of challenges, the Group will continue adhering to its commitment. Let's put our hearts together and work hand in hand to create win-win.

Du Yi
Chairlady

Hong Kong, 13 July 2020

展望未來，管理層將繼續審慎應對市場的變化與挑戰，把握中國宏觀經濟政策所帶來的機遇，利用控股股東中天宏信投資的雄厚資源，探索更多業務多元化的可能性以分散風險；同時亦與現有建築服務業務互補產生協同效應，推動業務增長，為股東創造價值。

致意

本人謹藉此機會，衷心感謝各股東、客戶、分包商及供應商一直以來對我們的鼎力支持，同時亦感謝董事會同仁，本集團管理層團隊及員工克盡己任與群策群力。縱使來年營商環境充滿挑戰，本集團將繼續秉承宗旨，與各位「同心同行，共創共贏」。

主席
杜毅

香港，2020年7月13日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The principal activities of the Group are (i) building construction business which mainly includes foundation works and ancillary services and general building works, (ii) sales of piles, and (iii) renewable energy business.

In October 2014, the Group entered into a construction contract (the “Contract”) as the main contractor, providing foundation works and ancillary services and general building works (“Project”), for a construction project. The foundation works lasted from May 2015 to October 2015. The general building works commenced in May 2016 and was preliminary expected to complete in or around February 2018. However, due to (i) the inclement weather; (ii) change of policy on worker visa application, such that a substantial amount of workers could not obtain the necessary work permit carry out the work at the site; and (iii) change in design as instructed by the customer (“Customer A”), and permit for this work not having been obtained, the progress of the Project was hindered. On 19 March 2018, Customer A has issued a letter to us indicating its agreement to our application for extension of time and the completion date of the Project was extended to February 2019. During the year ended 31 December 2019 and up to the date of this annual report, the aforementioned factors are still affecting the progress of the Project.

The management has been in active discussion with Customer A to recover the overdue trade receivables due to the Group. On 10 March 2020, the Group and Customer A entered into an amendment agreement (the “Amendment”) for the settlement of the overdue trade receivables. According to the Amendment, the overdue trade receivables will be settled in stages by 31 March 2021. Subsequent settlement of HK\$103,952,000 was received as at the date of this annual report. Furthermore, Customer A agreed that it had no claim of liquidated or ascertained damages of any type under the Contract against the Group up to the date of the Amendment.

The Project is now expected to be completed in 18 months upon the recommencement of construction work, which depends on the resumption of Visa approval process by the local authorities.

Customer A agrees to grant an extension of time of 18 months upon the recommencement of construction work. The Board will continue to monitor the progress of the Project closely.

業務回顧

本集團的主要業務為(i)建築工程業務，主要包括地基工程及配套服務以及一般建築工程；(ii)銷售樁柱；及(iii)可再生能源業務。

於2014年10月，本集團訂立建築合約（「該合約」），作為總承建商為一個建築項目提供地基工程及配套服務以及一般建築工程（「項目」）。地基工程從2015年5月持續至2015年10月。一般建築工程於2016年5月施工，初步預期於2018年2月或前後竣工。然而，由於(i)惡劣天氣；(ii)工人簽證申請政策變動，令大量工人無法取得於現場工作所需的簽證；及(iii)按客戶（「客戶A」）指示更改設計，但仍未就該項工程取得許可，項目的進度因而受阻。於2018年3月19日，客戶A向我們發出函件，表示同意延長工程時間的申請，而項目的完工日期已押後至2019年2月。於截至2019年12月31日止年度及直至本年報日期，上述因素依然影響着項目的進度。

管理層一直積極與客戶A討論以收回應付本集團的逾期貿易應收款項。於2020年3月10日，本集團與客戶A訂立修訂協議（「該修訂」）以解決逾期貿易應收款項。根據該修訂，逾期貿易應收款項將於2021年3月31日前分期償還。於本年報日期已收取後續結付103,952,000港元。此外，直至該修訂日期，客戶A已同意其並無根據該合約對本集團提出任何類型的算定或確定的賠償金。

項目目前預期於重啟建築工程（其取決於地方當局恢復簽證批准程序）後的18個月內完成。

客戶A同意將時限延長至重啟建築工程後18個月。董事會將繼續密切監察項目進度。

Management Discussion and Analysis

管理層討論與分析

Building construction business

As at 31 December 2019, the Group had a total of 10 contracts (2018: 8 contracts) on hand (including contracts in progress and contracts yet to be commenced). The amount of contract sum yet to be recognised as at 31 December 2019 amounted to approximately HK\$506.3 million (2018: HK\$386.0 million).

Foundation Works and Ancillary Services

Foundation works mainly include mini-piling, percussive piling, rock socketed in steel H-pile and bored pile, together with construction of pile caps. Ancillary services mainly include site formation and demolition works, for example, clearance of the site, excavation, demolition of a building or any substantial part of a building.

During the year ended 31 December 2019, there were 18 (2018: 16) foundation works and ancillary services projects contributing revenue of approximately HK\$143.5 million (2018: HK\$102.7 million) to this business stream.

General Buildings Works

General building works mainly include structural alteration and additional works, development of superstructures such as entire dwelling, office buildings, stores, public utility buildings, farm buildings, etc.

During the year ended 31 December 2019, there were 8 (2018: 11) general building works projects contributing revenue of approximately HK\$63.7 million (2018: HK\$441.4 million) to this business stream.

建築工程業務

於2019年12月31日，本集團擁有合共10份(2018年：8份)手頭合約(包括在建合約及尚未開始的合約)。於2019年12月31日尚未確認的合約金額約為506.3百萬港元(2018年：386.0百萬港元)。

地基工程及配套服務

地基工程主要包括微型打樁、撞擊式打樁、嵌岩式鋼工字樁及鑽孔樁，連同樁帽工程。配套服務主要包括地盤平整及拆卸工程，例如清理地盤、挖掘、拆卸樓宇或樓宇的任何主要部分。

於截至2019年12月31日止年度，共有18個(2018年：16個)地基工程及配套服務項目，為該業務線帶來收益約143.5百萬港元(2018年：102.7百萬港元)。

一般建築工程

一般建築工程主要包括結構上的改動及加建工程、開發整個住宅、寫字樓物業、店舖、公共設施建築、農場建築物等上層建築。

於截至2019年12月31日止年度，共有8個(2018年：11個)一般建築工程項目，為該業務線帶來收益約63.7百萬港元(2018年：441.4百萬港元)。

Management Discussion and Analysis

管理層討論與分析

Sales of Piles

The piles are manufactured and supplied by 廣州羊城管樁有限公司 (“GZYC”), the related party of the Company. Win Win Way Materials Supply Limited, the indirect wholly owned subsidiary of the Company, has been granted the exclusive distribution right by GZYC for its pile products in Hong Kong from August 2010 to July 2020. The piles sourced from GZYC are “YANGCHENG” precast prestressed concrete piles.

During the year ended 31 December 2019, sales of piles contributed approximately HK\$2.9 million (2018: HK\$65.8 million) revenue to the Group. The decrement is mainly due to decrease in the demand of concrete piles used for certain geological areas with different soil type.

Renewable energy business

In the current year, the Group reorganised its internal reporting structure which resulting in changes to the composition of its reporting segments. The segment of construction of solar power plants and sales of electricity has grouped into renewable energy business, which covers construction of renewable energy systems, (e.g. solar power systems and wind power systems) and rental income of contract on sales of electricity in the People’s Republic of China (the “PRC”).

During the year ended 31 December 2019, renewable energy business contributed approximately HK\$36.7 million revenue (2018: HK\$0.8 million) of the Group. As at the date of this annual report, the Group had a total of 3 contracts (2018: 5 contracts) on hand (including contracts in progress and contracts yet to be commenced) and the relevant awarded contract sum of these contracts on hand amounted to approximately RMB192.2 million (2018: RMB201.0 million).

銷售樁柱

樁柱是由本公司的關聯方廣州羊城管樁有限公司（「廣州羊城」）製造及供應。本公司間接全資附屬公司恆誠物料有限公司已獲廣州羊城授予獨家經銷權，自2010年8月至2020年7月在香港獨家經銷其樁柱產品。向廣州羊城採購的樁柱為「羊城」預製預應力混凝土樁柱。

於截至2019年12月31日止年度，樁柱買賣為本集團帶來收益約2.9百萬港元（2018年：65.8百萬港元）。減少的主要因為於不同土壤類型的若干地質區使用的混凝土樁柱需求減少。

可再生能源業務

於本年度，本集團重組其內部報告架構，導致其報告分部的組成發生變動。興建太陽能電廠及銷售電力分部已歸類為可再生能源業務，其涵蓋於中華人民共和國（「中國」）興建可再生能源發電站（例如太陽能發電站及風力發電站）以及銷售電力合約的租金收入。

於截至2019年12月31日止年度，可再生能源業務為本集團貢獻收益約36.7百萬港元（2018年：0.8百萬港元）。於本年報日期，本集團擁有合共3份（2018年：5份合約）手頭合約（包括在建合約及尚未開始的合約），而該等手頭合約的相關獲授合約總額約為人民幣192.2百萬元（2018年：人民幣201.0百萬元）。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

During the year ended 31 December 2019, we completed 11 projects involving foundation works and ancillary services, and 7 projects involving general building works.

For the year ended 31 December 2019, the Group's revenue amounted to approximately HK\$246.9 million (2018: HK\$610.8 million). The decrease was mainly attributable to the combined effect of, among others, (i) the decrease in revenue recognised from general building work projects because most of the general building work projects of the Group on hands were at their ending phase with revenue already recognised in previous years; (ii) no new contract for general building work projects was awarded during the year ended 31 December 2019; (iii) the commencement of social unrest and the deteriorating economic conditions in Hong Kong in the second half of 2019 which have severely affected the construction industry and caused the decrease in the number of projects which are available for tender; (iv) only seven new contracts for the foundation works and ancillary services were awarded during the year ended 31 December 2019; and (v) the decrease in the demand of concrete piles used for certain geological areas with different soil type which have resulted in decrease in the revenue recognised therefrom.

Due to the aforementioned factors and reasons, the Group's gross profit decreased from approximately HK\$79.6 million during the year ended 31 December 2018 to approximately HK\$24.0 million during the year ended 31 December 2019. The Group's gross profit margin slightly decreased from approximately 13.0% during the year ended 31 December 2018 to approximately 9.7% during the year ended 31 December 2019. The Directors consider that the overall gross profit margin has been maintained at a healthy position throughout the year.

General and administrative expenses (the "G&A Expenses") primarily comprise staff costs, business development expenses, transportation expenses, depreciation, bank charges, office expenses and professional charges. The G&A Expenses for the year decreased by HK\$8.8 million to approximately HK\$40.6 million, compared with approximately HK\$49.4 million in last year, which was mainly due to legal and professional fee incurred in last year.

As a result, the Group recorded a loss for the year of approximately HK\$108.1 million as compared with the profit of approximately HK\$17.4 million in 2018.

財務回顧

於截至2019年12月31日止年度，我們完成了11個涉及地基工程及配套服務的項目，以及7個涉及一般建築工程的項目。

截至2019年12月31日止年度，本集團的收益約為246.9百萬港元(2018年：610.8百萬港元)。有關下跌主要是由於以下因素的綜合影響(其中包括)(i)自一般建築工程項目確認的收益減少，原因是本集團手頭上大部分一般建築工程項目均處於竣工階段，有關收益已於過往年度確認；(ii)於截至2019年12月31日止年度並無獲授一般建築工程項目的新合約；(iii)2019年下半年開始的社會動盪及香港的經濟狀況惡化，嚴重影響建築行業並導致可供投標的項目數量減少；(iv)於截至2019年12月31日止年度僅獲授七份地基工程及配套服務的新合約；及(v)於不同土壤類型的若干地質區使用的混凝土樁柱需求減少，導致從中確認的收益減少所致。

由於上述因素及理由，本集團的毛利由截至2018年12月31日止年度約79.6百萬港元下跌至截至2019年12月31日止年度約24.0百萬港元。本集團的毛利率由截至2018年12月31日止年度約13.0%微跌至截至2019年12月31日止年度約9.7%。董事認為，整體毛利率全年均維持於穩健水平。

一般及行政開支(「一般及行政開支」)主要包括員工成本、業務發展費用、交通開支、折舊、銀行費用、辦公室開支及專業費用。本年度一般及行政開支較去年約49.4百萬港元減少8.8百萬港元至約40.6百萬港元，主要源於去年產生的法律及專業費用所致。

因此，本集團本年度錄得虧損約108.1百萬港元，而2018年溢利約17.4百萬港元。

Management Discussion and Analysis 管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

流動資金、財務資源及資本架構

		As at 31 December 2019 於2019年 12月31日	As at 31 December 2018 於2018年 12月31日
Current ratio ¹	流動比率 ¹	1.6	2.6
Gearing ratio (%) ²	槓桿比率(%) ²	51.5	31.9
Net debt to equity ratio (%) ³	淨債務權益比率(%) ³	33.8	16.6
Interest coverage ratio ⁴	利息償付率 ⁴	(21.8)	6.7

Notes:

- Current ratio based on the total current assets divided by the total current liabilities.
- Gearing ratio based on the total debt (which includes bank loans, bank overdrafts, lease liabilities/obligations under finance leases, amount due to immediate holding company and loans from directors) divided by total equity and multiplied by 100%.
- Net debt to equity ratios based on net debts (which include bank loans, bank overdrafts, lease liabilities/obligations under finance leases, amount due to immediate holding company and loans from directors less pledged bank deposits and cash and bank balances) divided by total equity and multiplied by 100%.
- Interest coverage based on the (loss) profit before tax and interest divided by the total interest expenses incurred.

附註：

- 流動比率根據流動資產總值除以流動負債總額計算。
- 槓桿比率根據債務總額(包括銀行貸款、銀行透支、租賃負債/融資租賃承擔、應付直接控股公司款項及來自董事的貸款)除以權益總額乘以100%計算。
- 淨債務權益比率根據債務淨額(包括銀行貸款、銀行透支、租賃負債/融資租賃承擔、應付直接控股公司款項及來自董事的貸款減已抵押銀行存款以及現金及銀行結餘)除以權益總額乘以100%計算。
- 利息償付率根據除稅前(虧損)溢利及利息除以產生的利息開支總額計算。

Management Discussion and Analysis

管理層討論與分析

USE OF NET PROCEEDS

Net proceeds from the placing under general mandate

On 23 May 2018, the Company and the placing agent entered into the placing agreement, pursuant to which the Company has appointed the placing agent to procure, on a best effort basis, the places to subscribe for the placing shares at a price of HK\$0.84 per share.

On 13 June 2018, all the conditions set out in the placing agreement have been fulfilled and the placing has become unconditional. On 15 June 2018, 100,000,000 shares were issued at subscription price of HK\$0.84 each and the Company received net proceeds of approximately HK\$81.3 million (after deducting issuing expenses). The table below sets out the proposed applications of the net proceeds and actual usage up to 31 December 2019:

所得款項淨額用途

根據一般授權配售所得款項淨額

於2018年5月23日，本公司與配售代理訂立配售協議，據此，本公司已委任配售代理按竭誠盡力基準促使承配人按每股0.84港元的價格認購配售股份。

於2018年6月13日，配售協議內所有條件均已達成，而配售事項已成為無條件。於2018年6月15日，本公司按每股0.84港元之認購價發行100,000,000股股份，並收取所得款項淨額約81.3百萬港元(扣除發行開支後)。下表載列所得款項淨額的擬定用途，以及直至2019年12月31日的實際運用：

	Proposed application	Actual usage up to 31 December 2019	Remaining balance
	擬定用途	直至2019年12月31日的實際運用	餘額
	HK\$'million 百萬港元	HK\$'million 百萬港元	HK\$'million 百萬港元
Settlement of consideration of the potential acquisition	結清潛在收購事項的代價	20.0	20.0
General working capital	一般營運資金	61.3	61.3
	81.3	81.3	-

EMPLOYEES

The Group had 130 employees as at 31 December 2019. The Group offers competitive remuneration package that is based on overall market rates and employee performance, as well as performance of the Group. Remuneration package is comprised of salary, performance-based bonus, and other benefits including training and provident funds.

僱員

於2019年12月31日，本集團有130名僱員。本集團根據整體市場水平、僱員表現及本集團的業績提供具競爭力的薪酬組合。薪酬組合包括薪金、表現掛鉤獎金以及培訓及公積金等其他福利。

Management Discussion and Analysis

管理層討論與分析

CAPITAL COMMITMENTS

The Group had no capital commitments as at 31 December 2019.

CHARGES ON GROUP ASSETS

As at 31 December 2018, the Group had obligations under finance leases of approximately HK\$7.6 million, which were secured by the lessors' charge over the leased assets with net book values of HK\$5.2 million as at 31 December 2018.

In addition, as at 31 December 2019, bank deposits of HK\$40.1 million (31 December 2018: HK\$50.0 million) and a life insurance contract were pledged to secure the banking facilities granted to the Group. As at 31 December 2019, the lease liability (31 December 2018: obligation under finance lease) of a solar power system granted to the Group was secured by the trade receivables of HK\$88,000 (31 December 2018: HK\$141,000) and registered capital of a wholly-owned subsidiary amounted to RMB10 million (31 December 2018: RMB10 million).

CONTINGENT LIABILITIES

Save as disclosed in note 30 to the Financial Statements, the Group had no other contingent liabilities as at 31 December 2019.

FOREIGN EXCHANGE EXPOSURE

The Group has no significant exposure to foreign currency risk as substantially all of the Group's transactions are denominated in Hong Kong dollars, United States dollars ("USD") and Renminbi ("RMB"). In this respect, the only risk it is faced arose from exposure mainly to RMB and USD. These risks were mitigated as the Group held Hong Kong dollars, USD and RMB bank accounts to finance transactions denominated in these currencies respectively.

As at 31 December 2019, the Group does not have a foreign currency hedging policy in respect of its foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate.

資本承擔

於2019年12月31日，本集團並無任何資本承擔。

集團資產押記

於2018年12月31日，本集團有融資租賃承擔約7.6百萬港元，以出租人的出租資產押記作抵押，該等資產於2018年12月31日的賬面淨值為5.2百萬港元。

此外，於2019年12月31日，銀行存款40.1百萬港元(2018年12月31日：50.0百萬港元)及人壽保險合約已予抵押，作為本集團所獲授銀行信貸的擔保。於2019年12月31日，授予本集團的太陽能發電站的租賃負債(2018年12月31日：融資租賃承擔)以貿易應收款項88,000港元(2018年12月31日：141,000港元)及一間全資附屬公司的註冊資本人民幣10百萬元(2018年12月31日：人民幣10百萬元)作抵押。

或然負債

除財務報表附註30所披露者外，於2019年12月31日，本集團並無其他或然負債。

外匯風險

由於本集團絕大部分交易以港元、美元(「美元」)及人民幣(「人民幣」)計值，故本集團並無承受重大外幣風險。在此方面，本集團所承擔的唯一風險主要來自人民幣及美元。由於本集團持有港元、美元及人民幣銀行賬戶，分別為以該等貨幣計值的交易提供資金，故本集團認為有關風險已有所緩解。

於2019年12月31日，本集團並無就其外幣交易、資產及負債制定外幣對沖政策。本集團將密切監察其外幣風險，並將於適當時候考慮運用對沖工具應付重大外幣風險。

Management Discussion and Analysis

管理層討論與分析

SHARE OPTIONS

Written resolutions of the sole shareholder were passed on 23 June 2017 to adopt the share option scheme (the "Scheme"). No share options have been granted, exercised or cancelled under the Scheme since its adoption date and up to the date of this annual report. The Scheme will remain in force for a period of 10 years after the date of adoption.

PROSPECTS

The slowdown in global economy due to the Sino-U.S. trade disputes, coupled with the social unrest in Hong Kong starting in the second half of 2019 and the outbreak of the novel coronavirus, has severely affected the investment climate of the construction industry, resulting in a sharp decline in the number of projects for tender as well as a significant reduction in profit margin of construction projects. Accordingly, the Group is expected to be mainly focused on completing the projects on hand in the coming financial year.

As for renewable energy business, it is anticipated the postponed resumption of work will affect the related results of the Company in the first half of 2020, yet its impact on the overall revenue of projects is insignificant. Furthermore, benefited from the introduction of various policies and measures by official authorities of the PRC to support its development of renewable energy industry in 2019, the outlook of the industry remains optimistic. It is expected that renewable energy business will become the driving force for the Group's revenue in the future.

購股權

唯一股東於2017年6月23日通過書面決議案，採納購股權計劃（「該計劃」）。自其採納日期起及直至本年報日期，概無根據該計劃授出、行使或註銷購股權。該計劃將於採納日期起計10年內保持有效。

前景

由於全球經濟受中美貿易糾紛衝擊放緩，加上香港2019年下半年開始的社會動盪，以及新型冠狀病毒肆虐，對建築行業的投資氛圍造成嚴重影響，導致可供招標的項目數量銳減同時，工程項目的利潤率亦顯著壓低，預期下一財政年度主要以完成手上項目為主。

至於可再生能源業務方面，預期延期復工將對本公司2020年上半年相關業績帶來影響，惟對項目整體收益而言影響不大。加上可再生能源行業受惠中國官方機關於2019年公佈了各種政策及措施支持發展，行業前景保持樂觀，預期可再生能源業務將成為未來本集團收益之推動力。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT EVENTS

Change of Controlling Shareholder

On 25 January 2019, Condoever Assets Limited (“Condoever Assets”) (as vendor) and Dr. Kan Hou Sek, Jim (“Dr. Kan”), Mr. Lee Sai Man (“Mr. SM Lee”) and Mr. Wong Siu Kwai (“Mr. Wong”) (as guarantors of Condoever Assets) entered into an agreement (the “Sale and Purchase Agreement”) with CT Vision Investment Limited (“CT Vision Investment”) (as purchaser), pursuant to which CT Vision Investment acquired 312,120,000 Shares (representing 51% of the entire issued share capital of the Company at the relevant time) at a consideration of HK\$262,180,800, equivalent to HK\$0.84 per share.

Following the completion of the Sale and Purchase Agreement on 19 February 2019, CT Vision Investment made an unconditional mandatory cash offer (the “Offer”) to acquire all the issued Shares of the Company not already owned and/or agreed to be acquired by it or parties acting in concert with it at a price of HK\$0.84 per Share. Immediately after the close of the Offer on 24 April 2019, CT Vision Investment was interested in additional 40,000 Shares, representing approximately 0.0065% of the entire issued share capital of the Company.

Please also refer to the joint announcement issued by the Company and CT Vision Investment dated 14 February 2019, the composite document issued by the Company and CT Vision Investment on 3 April 2019, and the joint announcement issued by the Company and CT Vision Investment dated 24 April 2019.

Change of Directors

- (1) Due to a change in control of the Company, after the close of the Offer on 24 April 2019, Mr. SM Lee, Mr. Wong and Mr. Kwong Po Lam (the “Resigned Directors”) resigned as executive Directors with effect from 26 April 2019.

Following the resignation of the Resigned Directors,

- (a) Mr. Wu Rui was appointed as an executive Director of the Company and the vice chairman of the Board;
- (b) Dr. Ho Chun Kit Gregory (“Dr. Ho”) was appointed as an executive Director of the Company and the chief executive officer;
- (c) Ms. Du Yi was appointed as a non-executive Director of the Company and the chairlady of the Board;

重大事件

控股股東變動

於 2019 年 1 月 25 日，Condoever Assets Limited (「Condoever Assets」)(賣方)及簡厚錫博士(「簡博士」)、李世民先生(「李先生」)及黃紹桂先生(「黃先生」)(作為Condoever Assets之擔保人)與中天宏信投資有限公司(「中天宏信投資」)(買方)訂立一份協議(「買賣協議」)，根據該協議，中天宏信投資按262,180,800港元的代價(相等於每股0.84港元)收購312,120,000股股份(相當於本公司當時全部已發行股本的51%)。

買賣協議於2019年2月19日完成後，中天宏信投資作出無條件強制性現金收購要約(「要約」)以每股0.84港元的價格收購其或其一致行動人士尚未擁有及/或尚未同意收購的本公司全部已發行股份。緊隨要約於2019年4月24日截止後，中天宏信投資於額外40,000股股份中擁有權益，約佔本公司全部已發行股本的0.0065%。

請亦參閱本公司及中天宏信投資刊發日期為2019年2月14日的聯合公告、本公司及中天宏信投資於2019年4月3日發佈之綜合文件，以及本公司及中天宏信投資刊發日期為2019年4月24日的聯合公告。

董事變動

- (1) 由於本公司控制權變動，於2019年4月24日要約截止後，李先生、黃先生及鄭保林先生(「辭任董事」)已辭任執行董事，自2019年4月26日起生效。

於辭任董事辭任後，

- (a) 吳瑞先生已獲委任為本公司執行董事及董事會副主席；
- (b) 何俊傑博士(「何博士」)已獲委任為本公司執行董事及行政總裁；
- (c) 杜毅女士已獲委任為本公司非執行董事及董事會主席；

Management Discussion and Analysis

管理層討論與分析

- | | |
|--|--|
| (d) Ms. Yip Man Shan was appointed as a non-executive Director of the Company; and | (d) 葉文珊女士已獲委任為本公司非執行董事；及 |
| (e) Dr. Kan resigned as one of the authorised representatives of the Company and Dr. Ho was appointed as one of the authorised representatives of the Company. | (e) 簡博士已辭任本公司其中一名授權代表及何博士已獲委任為本公司其中一名授權代表。 |
| (2) With effect from 16 July 2019, | (2) 自2019年7月16日起： |
| (a) Mr. Fan Siu Kay resigned as an independent non-executive Director of the Company; | (a) 樊紹基先生已辭任本公司獨立非執行董事； |
| (b) Mr. Leung William Wai Kai resigned as an independent non-executive Director of the Company; | (b) 梁煒佳先生已辭任本公司獨立非執行董事； |
| (c) Mr. Lo Chi Leung resigned as an independent non-executive Director of the Company; | (c) 盧志良先生已辭任本公司獨立非執行董事； |
| (d) Ms. Ng Yi Kum, Estella was appointed as an independent non-executive Director of the Company; | (d) 伍綺琴女士已獲委任為本公司獨立非執行董事； |
| (e) Mr. Wong Wing Cheong Philip was appointed as an independent non-executive Director of the Company; and | (e) 黃永昌先生已獲委任為本公司獨立非執行董事；及 |
| (f) Dr. Tang Dajie was appointed as an independent non-executive Director of the Company. | (f) 湯大杰博士已獲委任為本公司獨立非執行董事。 |
| (3) With effect from 24 July 2019, Dr. Kan resigned as executive Director of the Company. | (3) 自2019年7月24日起，簡博士已辭任本公司執行董事。 |

Change of Company Name and Stock Short Name

On 14 June 2019, the special resolution approving the change of the English name of the Company from "Win Win Way Construction Holdings Ltd." to "CT Vision (International) Holdings Limited" and the adoption of "中天宏信(國際)控股有限公司" as the dual foreign name in Chinese of the Company was duly passed by the Shareholders at the EGM held on 14 June 2019.

Accordingly, the English stock short name of the Company was changed from "WIN WIN WAY" to "CT VISION" and the Chinese stock short name of the Company was changed from "恆誠建築" to "中天宏信" for trading in the shares of the Company on the Stock Exchange, with effect from 5 August 2019.

公司名稱及股份簡稱變動

於2019年6月14日，批准將本公司英文名稱由「Win Win Way Construction Holdings Ltd.」更改為「CT Vision (International) Holdings Limited」及採納「中天宏信(國際)控股有限公司」作為本公司中文雙重外文名稱之特別決議案已於2019年6月14日舉行之股東特別大會上獲股東正式通過。

因此，本公司股份於聯交所買賣的本公司英文股份簡稱已由「WIN WIN WAY」更改為「CT VISION」，而本公司中文股份簡稱已由「恆誠建築」更改為「中天宏信」，自2019年8月5日起生效。

Biographies of Directors and Senior Management 董事及高級管理人員履歷

BOARD OF DIRECTORS

The composition of the Board of Directors during the year end up to the date of this annual report is set out below:

Executive Director

Mr. Wu Rui (“Mr. Wu”), aged 45, is an executive Director and the vice chairman of our Group. Mr. Wu has extensive experience in international trading business and transnational investment. He graduated from Shanghai Customs College in July 1995 and subsequently joined the Ford Motor Company, a vehicle manufacturer based in the United States of America, as a customs specialist since September 1995, where he was responsible for analysing the import and export data, managing the supply chain of the company and conducting research on General Agreement on Tariff and Trade. From December 1998 to January 2002, Mr. Wu worked for GE Healthcare Corp. (formerly known as Amersham Pharmaceutical PLC), a company with principal business of research and development of medical technology and life science as the director of the global supply chain development (Far East) and was responsible for managing the supply chain of the company and the project “Sourcing from China”. From March 2002 to June 2015, he served as the general manager of Beijing Grand Integrity Merchants Company* (北京誠浩盛商貿有限公司) (a company principally engaged in trading of construction materials), where he was responsible for looking for global business opportunities in relation to new material of architecture. Since December 2015, Mr. Wu served as the managing director of Xinjiang Kaige Energy Company, a company that is principally engaged in clean energy business, where he was responsible for searching for global green technology business opportunities and handling new-energy-related projects of the company.

董事會

於本年度內及直至本年報日期，董事會的組成載列如下：

執行董事

吳瑞先生(「吳先生」)，45歲，擔任本集團執行董事及副主席。吳先生在國際貿易業務及跨國投資方面擁有豐富經驗。彼於1995年7月畢業於上海海關學院，隨後自1995年9月起加入位於美國的汽車製造商福特汽車公司擔任海關專員，負責分析進出口數據、管理公司供應鏈以及研究關稅及貿易總協定。於1998年12月至2002年1月，吳先生就職於GE Healthcare Corp. (前稱Amersham Pharmaceutical PLC，該公司主要從事醫療技術及生命科學研發)，擔任全球供應鏈發展(遠東)總監並負責管理公司的供應鏈及「源自大中華」項目。於2002年3月至2015年6月，彼擔任北京誠浩盛商貿有限公司(一間主要從事建築材料貿易的公司)的總經理，負責尋找與建築新材料相關的全球業務機會。自2015年12月起，吳先生擔任新疆凱歌能源有限公司(該公司主要從事清潔能源業務)的董事總經理，負責尋找全球綠色科技業務機會及處理公司新能源相關項目。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Dr. Ho Chun Kit Gregory (“Dr. Ho”), aged 42, is an executive Director and the chief executive officer of our Group. Dr. Ho obtained his bachelor degree of Business Accounting from the Monash University of Australia in 2002 and completed his dissertation of “One Belt, One Road Post-Doctoral Research Programme” at the University of Oxford in May 2018. Dr. Ho has extensive experience in finance and investment, especially in the renewable energy and technology, media and telecom (TMT) industry. He has previously participated in the investment in smart energy cities in the PRC, which involved green building construction projects and application of renewable energy in the construction sector. Dr. Ho is currently the chairman of Asia-Pacific Smarter Energy Alliance (亞太智慧能源產業聯盟). Dr. Ho was an executive director of China Oil Gangran Energy Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8132) from May 2013 to February 2019. He was also an independent non-executive director of Asia Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 899) from February 2015 to October 2016, and an independent non-executive director of Sunrise (China) Technology Group Limited (now known as Koala Financial Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8226) from April 2014 to August 2016.

Mr. Lee Kai Lun (“Mr. Lee”), aged 71, is an executive Director of our Group. He obtained degrees of Bachelor Arts in Architectural Studies and Bachelor of Architecture from the University of Hong Kong in November 1970 and 1972 respectively. He has been a corporate member of Royal Institute of British Architects since February 1974, a member of the Hong Kong Institute of Architects since February 1974 and a fellow of the Hong Kong Institute of Architects since July 2006. He is also a registered architect under Architects Registration Board of Hong Kong and authorised person (List of Architects) with the Buildings Department of Hong Kong. Pursuant to section 45 of the Buildings Ordinance, he has been appointed as a member of the Appeal Tribunal Panel of the Development Bureau of Hong Kong since 2009. He has been the sole proprietor of Kailun Lee Chartered Architect which has been providing architect and interior design services since 1974. Since September 2012, he served as a partner of KLDL Consultants which provides development and design consultancy services.

何俊傑博士(「何博士」)，42歲，擔任本集團執行董事及行政總裁。何博士於2002年獲得澳大利亞蒙納殊大學商業會計學士學位，並於2018年5月在牛津大學完成「一帶一路博士後研究計劃」的論文。何博士在金融及投資方面擁有豐富經驗，特別是在可再生能源以及科技、媒體及電信(TMT)行業。彼過往曾參與中國智慧能源城市的投資，涉及綠色建築項目及在建築領域應用可再生能源。何博士現為亞太智慧能源產業聯盟的主席。何博士於2013年5月至2019年2月擔任中油港燃能源集團控股有限公司(聯交所GEM之上市公司，股份代號：8132)的執行董事。彼亦於2015年2月至2016年10月擔任亞洲資源控股有限公司(聯交所主板之上市公司，股份代號：899)的獨立非執行董事，及於2014年4月至2016年8月擔任中昱科技集團有限公司(現稱「樹熊金融集團有限公司」)(聯交所GEM之上市公司，股份代號：8226)的獨立非執行董事。

利啟麟先生(「利先生」)，71歲，擔任本集團執行董事。於1970年11月及1972年，彼分別於香港大學取得建築學研究文學學士學位及建築學學士學位。彼自1974年2月起為英國皇家建築師協會的企業會員，自1974年2月起為香港建築師學會之會員，以及自2006年7月起為香港建築師學會資深會員。彼亦為香港建築師註冊管理局註冊建築師及香港屋宇署認可人士(建築師名單)。根據建築物條例第45條，彼自2009年起獲委任為香港發展局上訴審裁團成員。自1974年起，彼為Kailun Lee Chartered Architect(一間提供建築及室內設計服務的公司)的獨資經營者。自2012年9月起，彼擔任KLDL Consultants(一間提供開發及設計顧問服務的公司)的合夥人。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Mr. Guo Jianfeng (“Mr. Guo”), aged 48, is an executive Director of our Group. He holds a degree in Engineering Management from Jiangsu Radio and Television University* (江蘇廣播電視大學) in the PRC. He also holds the professional qualification as certified senior engineer issued by Human Resources and Social Security Development of Jiangsu Province* (江蘇省人力資源和社會保障廳) of the PRC. He has over 26 years of experience in the construction industry and has participated in various large-scale construction projects and new energy investment projects. From August 1991 to June 2006, he worked in Yancheng Transaction Bureau, Jiangsu Province* (江蘇省鹽城交通局), holding his last position as project manager. From July 2006 to March 2010, he worked in China City Construction 2nd Engineering Bureau Co., Ltd.* (中城建第二工程局有限公司), holding his last position as branch company general manager. From April 2010 to August 2014, he was the chief executive officer of Jiangsu Zhongmeng Energy Group Co. Ltd.* (江蘇中盟能源集團有限公司). From September 2014 to October 2015, he was the general manager of the Jiangsu branch company of Tian Hong Yang Guang New Energy Investment Co. Ltd.* (天宏陽光新能源投資有限公司). He has joined Jiangsu Zhong Tian Hui New Energy Technology Co. Ltd.* (江蘇忠天暉新能源科技有限公司) since November 2015 as chief operation officer. He is currently a director of TIEN New Energy Development Limited.

Non-executive Directors

Ms. Du Yi (“Ms. Du”), aged 77, is a non-executive Director and the Chairlady of our Group. Ms. Du is a daughter of Mr. Du Zhongyuan, one of the renowned revolutionary martyrs of China during the second Sino-Japanese War. From March 1998 to March 2013, Ms. Du served as a member of the Chinese People’s Political Consultative Conference and has currently been an honourable retired member. Since September 1995, she has been acting as a director of Doo’s Trading Limited* (杜氏貿易有限公司), a company with principal business of foreign investment introduction to infrastructure development in the PRC and export agency for coal.

Ms. Yip Man Shan (“Ms. Yip”), aged 67, is a non-executive Director of our Group. Ms. Yip is a daughter of Mr. Ye Jianying (the PRC’s Communist general, Marshal of the People’s Liberation Army and chairman of the Standing Committee of the National People’s Congress from 1978 to 1983). She is currently the legal representative of CITIC Land (Guangzhou) Co. Limited* (中信置業(廣州)有限公司), whose principal business is property investment and management.

郭劍峰先生(「郭先生」)，48歲，擔任本集團執行董事。彼持有中國江蘇廣播電視大學工程管理學位。彼亦持有中國江蘇省人力資源和社會保障廳頒發的認證高級工程師專業資格。彼於建築行業擁有逾26年經驗，曾參與多項大型建築項目及新能源投資項目。於1991年8月至2006年6月期間，彼任職於江蘇省鹽城交通局，最後職位為項目經理。於2006年7月至2010年3月期間，彼任職於中城建第二工程局有限公司，最後職位為分公司總經理。於2010年4月至2014年8月期間，彼為江蘇中盟能源集團有限公司的行政總裁。於2014年9月至2015年10月期間，彼為天宏陽光新能源投資有限公司江蘇分公司的總經理。自2015年11月起，彼加入江蘇忠天暉新能源科技有限公司，擔任首席營運官。彼目前為忠天新能源開發有限公司的董事。

非執行董事

杜毅女士(「杜女士」)，77歲，擔任本集團非執行董事及主席。杜女士為第二次中日戰爭期間中國著名革命烈士之一杜重遠先生之女。於1998年3月至2013年3月，杜女士擔任中國人民政治協商會議委員，現為榮譽退休委員。自1995年9月起，彼一直擔任杜氏貿易有限公司的董事，該公司為一家主要從事為中國的基礎設施發展引進外商投資及煤炭出口代理的公司。

葉文珊女士(「葉女士」)，67歲，擔任本集團非執行董事。葉女士為葉劍英先生(中國共產黨將領、中國人民解放軍元帥及1978年至1983年任全國人民代表大會常務委員會委員長)之女。彼現為中信置業(廣州)有限公司的法定代表，該公司的主要業務為物業投資及管理。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Independent non-executive directors

Ms. Ng Yi Kum, Estella (“Ms. Ng”), aged 63, is an independent non-executive Director of our Group.

Ms. Ng is currently an executive director, the deputy chairman, the chief strategy officer, the chief financial officer and the company secretary of Tse Sui Luen Jewellery (International) Limited (stock code: 417) and also a director of its certain subsidiaries. She is currently an independent non-executive director of Powerlong Commercial Management Holdings Limited (stock code: 9909), CMGE Technology Group Limited (stock code: 302), Tianjin Development Holdings Limited (stock code: 882) and Comba Telecom Systems Holdings Limited (stock code: 2342).

Prior to 2003, Ms. Ng worked in The Stock Exchange of Hong Kong Limited in a number of senior positions with her last position as the senior vice president of the Listing Division. She was an executive director of Hang Lung Properties Limited (stock code: 101) from September 2005 to November 2007. She was the chief financial officer of Country Garden Holdings Company Limited (stock code: 2007) from January 2008 to April 2014. From September 2008 to July 2015, Ms. Ng served as an independent non-executive director of Hong Kong Resources Holdings Company Limited (stock code: 2882). She served as an independent non-executive director of China Mobile Games and Entertainment Group Limited, the shares of which are listed by way of American Depositary Shares on the Nasdaq Global Market in the United States, from September 2012 to August 2015. She served as an independent director of DS Healthcare Group, Inc., the shares of which were listed on the Nasdaq Capital Market in the United States until they were delisted in December 2016, from May 2016 to May 2017. Ms. Ng served as an independent non-executive director of China Power Clean Energy Development Company Limited (stock code: 735), which was delisted from the Stock Exchange in August 2019.

Ms. Ng is a qualified accountant and obtained the Master of Business Administration degree from the Hong Kong University of Science and Technology. She is an associate of The Institute of Chartered Accountants in England and Wales, an associate of The Institute of Chartered Secretaries and Administrators, a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Ms. Ng has been an elected member of Quality Tourism Services Association Governing Council (Retailer Category) since 28 February 2019. Ms. Ng has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority from December 2002 until November 2013.

獨立非執行董事

伍綺琴女士(「伍女士」)，63歲，擔任本集團獨立非執行董事。

伍女士現為謝瑞麟珠寶(國際)有限公司(股份代號：417)的執行董事、副主席、首席策略官、首席財務官及公司秘書以及亦為其若干附屬公司的董事。彼目前為寶龍商業管理控股有限公司(股份代號：9909)、中手游科技集團有限公司(股份代號：302)、天津發展控股有限公司(股份代號：882)及京信通信系統控股有限公司(股份代號：2342)的獨立非執行董事。

於2003年之前，伍女士任職於香港聯合交易所有限公司，曾任多個高級職務，其最後之職位為上市科高級副總監。彼自2005年9月至2007年11月為恒隆地產有限公司(股份代號：101)的執行董事。彼自2008年1月至2014年4月為碧桂園控股有限公司(股份代號：2007)的首席財務官。自2008年9月至2015年7月，伍女士為香港資源控股有限公司(股份代號：2882)的獨立非執行董事。彼自2012年9月至2015年8月出任中國手遊娛樂集團有限公司(其股份以美國預託股份方式在美國納斯達克環球市場上市)的獨立非執行董事。彼自2016年5月至2017年5月出任DS Healthcare Group, Inc.(其股份於美國納斯達克資本市場上市)的獨立董事，而此公司股份於2016年12月除牌。伍女士曾擔任中國電力清潔能源發展有限公司(股份代號：735)的獨立非執行董事，該公司於2019年8月自聯交所除牌。

伍女士為合資格會計師，並取得香港科技大學工商管理碩士學位。彼為英格蘭及威爾斯特許會計師公會會員、特許秘書及行政人員公會會員、英國特許公認會計師公會資深會員、香港會計師公會資深會員，以及美國會計師協會會員。伍女士自2019年2月28日起為優質旅遊服務協會執行委員會(零售界別)選任委員。伍女士亦投身多項公共服務，包括自2002年12月至2013年11月擔任醫院管理局審核委員會增選委員。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Mr. Wong Wing Cheong Philip (“Mr. Wong”), aged 56, is an independent non-executive Director of our Group.

Mr. Wong is currently a Partner and Head of the Commercial Department of Gallant, a firm of solicitors and notaries in Hong Kong. Mr. Wong has contributed his time to various public service appointments, including being the chairman of the Community Relations Committee of The Law Society of Hong Kong. He has also been appointed to serve on various charitable organisations as honourable legal advisor, including the Hong Kong Chinese Enterprises Association, the Hong Kong Chinese Enterprises Charitable Foundation Limited, Po Leung Kuk, Hong Kong Watch Manufacturers Association Ltd and the Hong Kong Society for the Aged.

Mr. Wong obtained the bachelor of laws degree and the master of laws degree from the University of Hong Kong. Mr. Wong also obtained the master degree in business administration from the Open University of Hong Kong. He was admitted as a solicitor of Hong Kong in 1994 and a solicitor of the England and Wales in 1995 and is currently a practising lawyer in Hong Kong. He is also a notary public, China-appointed attesting officer and certified tax adviser of Hong Kong.

Acting as the legal advisor of various companies in Hong Kong, Macau and the PRC, Mr. Wong has extensive experience in providing legal services concerning finances, securities, trusts, guarantees, mergers and acquisitions and other cross-border transactions.

Dr. Tang Dajie (“Dr. Tang”), aged 52, is an independent non-executive Director of our Group.

Dr. Tang has over 20 years of experience in investment, financing and corporate management. He held various senior positions in different companies, including the Vice President of Shenzhen Capital Group Company Limited, the Deputy General Manager of Shenzhen Airport (Group) Company Limited, the Managing Director of Shenzhen High-tech Investment Group Company Limited, the Manager of the Department of Investment of E Fund Management Company Limited and the Director of China Southern Asset Management. Since October 2015, Dr. Tang has been the chairman and the founding partner of Triwise Capital Management Company Limited.

黃永昌先生(「黃先生」)，56歲，擔任本集團獨立非執行董事。

黃先生現時為何耀棣律師事務所(香港一間律師及公證人行)合夥人及商務部主管。黃先生投身多項公共服務，包括香港律師會社區關係委員會主席。彼亦獲委任於多個慈善組織擔任名譽法律顧問，包括香港中國企業協會、香港中資企業慈善基金有限公司、保良局、香港表廠商會有限公司及香港耆康老人福利會。

黃先生取得香港大學法學學士學位及法學碩士學位。黃先生亦取得香港公開大學工商管理碩士學位。彼於1994年獲得香港律師資格及於1995年獲得英格蘭及威爾斯律師資格，現時為香港執業律師。彼亦為公證人、中國委託公證人及香港註冊稅務師。

黃先生擔任多間香港、澳門及中國公司的法律顧問，彼於提供有關財務、證券、信託、擔保、兼併及收購以及其他跨境交易的法律服務方面擁有豐富經驗。

湯大杰博士(「湯博士」)，52歲，擔任本集團獨立非執行董事。

湯博士於投資、融資及企業管理方面擁有逾20年經驗。彼於多間公司曾擔任多個高級職務，包括深圳市創新投資集團有限公司副總裁、深圳市機場(集團)有限公司副總經理、深圳市高新投集團有限公司董事總經理、易方達基金管理有限公司投資部經理及南方基金董事。自2015年10月以來，湯博士一直擔任深圳前海勤智國際資本管理有限公司的董事長兼創始合夥人。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Dr. Tang also serves as the Vice Chairman of Shenzhen Venture Capital Association, the Executive Vice President of Shenzhen Science and Technology Entrepreneur Promotion Association, Vice President of Shenzhen General Chamber of Commerce and a part-time professor of Southwestern University of Finance and Economics, Shenzhen Audencia Business School, Xidian University and China University of Mining and Technology. Dr. Tang obtained his bachelor's degree in business management from the Beijing University of Chemical Technology in July 1990, his master's degree in monetary banking from Xiamen University in July 1995 and his doctorate degree in industrial economics from Jinan University in June 2007.

Company Secretary

Mr. Lo Chun Man ("Mr. Lo"), aged 39, is the financial controller, the company secretary and one of the authorised representatives of our Group.

Mr. Lo has over 16 years of extensive working experience in the fields of accounting, financing and auditing disciplines. Mr. Lo was the Deputy General Manager of the Finance Department of China Aerospace International Holdings Limited (stock code: 31) from April 2016 to June 2019. He was the Finance Manager of the same company from December 2008 to April 2016. Before joining China Aerospace International Holdings Limited, he worked in Deloitte Touche Tomatsu from September 2003 to December 2008 with his last position as a Senior.

Mr. Lo obtained the Degree of Master of Science in Professional Accountancy from University of London and Degree of Bachelor of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

湯博士亦擔任深圳市創業投資同業公會副會長、深圳市科技創業促進會常務副理事長、深圳市商業聯合會副理事長，以及西南財經大學、深圳南特商學院、西安電子科技大學及中國礦業大學的兼職教授。湯博士於1990年7月取得北京化工大學的工商管理學士學位，於1995年7月取得廈門大學的貨幣銀行學碩士，並於2007年6月取得暨南大學產業經濟學博士。

公司秘書

盧俊文先生(「盧先生」)，39歲，擔任本集團財務總監、公司秘書及授權代表之一。

盧先生於會計、融資及審計領域擁有逾16年豐富工作經驗。自2016年4月至2019年6月，盧先生為中國航天國際控股有限公司(股份代號：31)財務部副總經理。自2008年12月至2016年4月，彼為上述公司的財務經理。加入中國航天國際控股有限公司前，彼自2003年9月至2008年12月任職於德勤•關黃陳方會計師行，其最後之職位為高級審計員。

盧先生獲英國倫敦大學專業會計學碩士學位及香港理工大學會計學(榮譽)文學士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。

* For identification purpose only.

* 僅供識別。

Directors' Report

董事會報告

The Board submits the annual report together with the audited financial statements of the Group for the year ended 31 December 2019 (the "Financial Statements").

PRINCIPAL PLACE OF BUSINESS

The Company is a company incorporated in Cayman Islands and domiciled in Hong Kong. The principal place of business of the Company at Room Nos. 808-814, 8th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong.

PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are principally engaged in building construction business, sales of piles and renewable energy business. The activities and particulars of the Company's subsidiaries are shown under note 18 to the Financial Statements.

BUSINESS REVIEW

The business review of the Group, with the description of the principal risk and uncertainties, for the year ended 31 December 2019 and the likely future development, are included in the section headed "Management Discussion and Analysis" in this annual report on pages 7 to 16, which forms part of this report.

MAJOR CUSTOMERS, SUBCONTRACTORS AND SUPPLIERS

During the year ended 31 December 2019, the Group's five largest customers in aggregate accounted for approximately 63.7% (2018: 84.6%) of the Group's total revenue. The largest customer accounted for approximately 21.1% (2018: 39.1%) of the Group's total revenue.

During the year ended 31 December 2019, the Group's five largest subcontractors in aggregate accounted for approximately 60.9% (2018: 58.4%) of the Group's total subcontracting fee. The largest subcontractor accounted for approximately 20.3% (2018: 29.3%) of the Group's total subcontracting fee.

During the year ended 31 December 2019 the Group's five largest suppliers in aggregate accounted for approximately 57.3% (2018: 78.1%). The largest supplier accounted for approximately 22.1% (2018: 53.6%) of the Group's total material costs.

董事會謹此提呈本集團截至2019年12月31日止年度的年報連同經審核財務報表(「財務報表」)。

主要營業地點

本公司為一間於開曼群島註冊成立之公司，在香港營運。本公司的主要營業地點為香港灣仔港灣道30號新鴻基中心8樓808-814室。

主要業務

本公司為一間投資控股公司，其附屬公司主要從事建築工程業務、銷售樁柱及可再生能源業務。本公司的附屬公司的活動及詳情載於財務報表附註18。

業務回顧

本集團截至2019年12月31日止年度的業務回顧(包括主要風險及不明朗因素的說明)及未來可能發展載於本年報第7至16頁「管理層討論與分析」一節，其為本報告的一部分。

主要客戶、分包商及供應商

於截至2019年12月31日止年度，本集團五大客戶合共佔本集團總收益約63.7%(2018年：84.6%)。最大客戶佔本集團總收益約21.1%(2018年：39.1%)。

於截至2019年12月31日止年度，本集團五大分包商合共佔本集團總分包費用約60.9%(2018年：58.4%)。最大分包商佔本集團總分包費用約20.3%(2018年：29.3%)。

於截至2019年12月31日止年度，本集團五大供應商合共佔約57.3%(2018年：78.1%)。最大供應商佔本集團總材料成本約22.1%(2018年：53.6%)。

Directors' Report

董事會報告

At no time during the year have directors, their associates or any shareholder of the Company (which to knowledge of the directors owns more than 5% of the number of issued shares of the Company) had any interest in these major customers, subcontractors and suppliers.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 77 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2019.

BANK LOANS AND BANK OVERDRAFTS

Particulars of bank loans and bank overdrafts of the Group as at 31 December 2019 are set out in note 24 to the Financial Statements.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years are included in the section headed "Financial Summary" in this annual report on page 200, which forms part of this report.

MANAGEMENT CONTRACT

The Company did not enter into any contract, other than the contracts of service with the directors or any person engaged in the full-time employment of the Company, whereby any individual, firm or body corporate undertakes the management and administration of the whole, or any substantial part of any business of the Company.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

於本年度全年，概無本公司董事、彼等的聯繫人或就董事所知擁有本公司已發行股份數目5%以上的任何股東於該等主要客戶、分包商及供應商中擁有任何權益。

業績及股息

本集團截至2019年12月31日止年度的業績載於本年報第77頁的綜合損益及其他全面收益表。

董事不建議就截至2019年12月31日止年度派付末期股息。

銀行貸款及銀行透支

本集團於2019年12月31日的銀行貸款及銀行透支詳情載於財務報表附註24。

財務摘要

本集團過去五個財政年度的已公佈業績與資產及負債概要載於本年報第200頁的「財務摘要」一節，其為本報告的一部分。

管理合約

除與董事或本公司以全職形式僱用的任何人士所訂立的服務合約外，本公司並無訂立任何合約，以讓任何個人、公司或法團履行本公司全部業務（或當中任何重要部分）的管理及行政工作。

稅項寬免

本公司並不知悉股東因持有本公司股份而可獲得的任何稅項寬免。

Directors' Report

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution to shareholders of the Company amounted to approximately HK\$153 million (31 December 2018: HK\$161 million).

Movements of the reserves of the Group are set out in the consolidated statement of changes in equity on page 80 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2019 are set out in the note 14 to the Financial Statements.

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was adopted pursuant to a written resolutions of the sole shareholder of the Company passed on 23 June 2017 for the purpose of recognizing and motivating the contributions that the eligible participants have made or may make to the Group.

Pursuant to the Scheme, the Company may grant options to (i) an executive; (ii) the director or proposed director (including an independent non-executive director) of any member of the Group; (iii) the consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (iv) the person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group; and (v) the close associate of any of the foregoing persons, to subscribe for shares in the Company in accordance with the terms of the Scheme.

An offer of the grant of an option shall be deemed to have been accepted when the acceptance letter of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within the period specified in the letter containing the offer of the grant of the option. No offer shall be capable of or remain open for acceptance after the expiry of 10 years commencing on the Listing Date.

可分派儲備

於2019年12月31日，本公司可供分派予本公司股東的儲備約為153百萬港元(2018年12月31日：161百萬港元)。

本集團的儲備變動載於本年報第80頁的綜合權益變動表。

物業、廠房及設備

本集團截至2019年12月31日止年度的物業、廠房及設備變動詳情載於財務報表附註14。

購股權計劃

本公司已根據本公司唯一股東於2017年6月23日通過的書面決議案採納一項購股權計劃(「該計劃」)，以就合資格參與者曾經或可能為本集團作出的貢獻予以肯定及激勵。

根據該計劃，本公司可向(i)高級行政人員；(ii)本集團任何成員公司的董事或候任董事(包括獨立非執行董事)；(iii)本集團任何成員公司的顧問、業務或合營夥伴、特許經營商、承包商、代理或代表；(iv)向本集團任何成員公司提供研究、開發或其他技術支援或任何諮詢、顧問、專業或其他服務的個人或實體；及(v)上述任何人士的緊密聯繫人授出購股權，以根據該計劃的條款認購本公司的股份。

於本公司在載有授出購股權要約的函件所訂明的期間內收到經承授人妥為簽署的購股權接納函件，連同作為授出購股權的代價而向本公司支付的款項1.00港元時，則授出購股權的要約將被視作已獲接納。於上市日期起計10年期間屆滿後，再無要約可以或仍可供接納。

Directors' Report

董事會報告

The subscription price of a share shall not be less than the highest of (i) the nominal value of the share; (ii) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and (iii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date.

The share options granted are exercisable at any time during a period as the Directors may determine which shall not exceed 10 years from the date of an offer for the grant of the option, subject to the provisions for early termination contained in the Scheme, and provided that the Directors may determine the minimum period for which an option has to be held or other restrictions before its exercise.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes must not, in aggregate, exceed 10% of the number of shares of the Company in issue on the Listing Date (i.e. 51,200,000 shares). The total number of shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% in aggregate of the shares of the Company in issue. The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the shares of the Company in issue from time to time.

The Scheme will remain in force for a period of 10 years after the date of adoption.

No share options have been granted, exercised or cancelled under the Scheme since its adoption date and up to the date of this annual report and the total number of shares available for grant under the Scheme was 51,200,000 Shares, representing 10% of the issued share capital of the Company of the Listing Date.

股份的認購價不得低於以下各項中的最高者：(i) 股份的面值；(ii) 於要約日期聯交所每日報價表所報股份的收市價；及(iii) 緊接要約日期前五個營業日聯交所每日報價表所報股份的平均收市價。

所授出的購股權可於董事釐定的期間內隨時行使，有關期間不得超過授出購股權的要約日期起計10年，惟受該計劃所載的提早終止條文所規限，且董事可釐定於購股權可予行使前須持有的最短期間或其他限制。

於根據該計劃及任何其他計劃授出的所有購股權獲行使時可予發行的最高股份數目，合共不得超過本公司於上市日期已發行股份數目的10%（即51,200,000股股份）。於直至授出日期任何12個月期間在授予各承授人的購股權（包括已行使、已註銷及未行使的購股權）獲行使時已發行及將予發行的股份總數，合共不得超過本公司已發行股份的1%。於根據該計劃及本公司任何其他購股權計劃已授出但未行使的所有尚未行使購股權獲行使時可予配發及發行的股份最高數目，合共不得超過本公司不時已發行股份的30%。

該計劃將於採納日期起計10年內保持有效。

自採納日期起及直至本年報日期，概無根據該計劃授出、行使或註銷購股權，而根據該計劃可授出的股份總數為51,200,000股，相當於本公司於上市日期已發行股本的10%。

Directors' Report 董事會報告

DIRECTORS

The Directors during the financial year and up to this annual report were:

Executive Directors

Mr. Wu Rui (*Vice chairman*) (*appointed on 26 April 2019*)
Dr. Ho Chun Kit Gregory (*Chief executive officer*) (*appointed on 26 April 2019*)
Mr. Lee Kai Lun
Mr. Guo Jianfeng
Dr. Kan Hou Sek, Jim (*resigned on 24 July 2019*)
Mr. Lee Sai Man (*resigned on 26 April 2019*)
Mr. Wong Siu Kwai (*resigned on 26 April 2019*)
Mr. Kwong Po Lam (*resigned on 26 April 2019*)

Non-executive Directors

Ms. Du Yi (*Chairlady*) (*appointed on 26 April 2019*)
Ms. Yip Man Shan (*appointed on 26 April 2019*)

Independent Non-executive Directors

Ms. Ng Yi Kum, Estella (*appointed on 16 July 2019*)
Mr. Wong Wing Cheong Philip (*appointed on 16 July 2019*)
Dr. Tang Dajie (*appointed on 16 July 2019*)
Mr. Fan Siu Kay (*resigned on 16 July 2019*)
Mr. Leung William Wai Kai (*resigned on 16 July 2019*)
Mr. Lo Chi Leung (*resigned on 16 July 2019*)

Pursuant to Article 108 of the Articles of Association, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company provided that every Director (including those appointed for a specific item) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Further, pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

董事

於本財政年度內及直至本年報日期的董事為：

執行董事

吳瑞先生(副主席)(於2019年4月26日獲委任)
何俊傑博士(行政總裁)(於2019年4月26日獲委任)
利啟麟先生
郭劍峰先生
簡厚錫博士(於2019年7月24日辭任)
李世民先生(於2019年4月26日辭任)
黃紹桂先生(於2019年4月26日辭任)
鄭保林先生(於2019年4月26日辭任)

非執行董事

杜毅女士(主席)(於2019年4月26日獲委任)
葉文珊女士(於2019年4月26日獲委任)

獨立非執行董事

伍綺琴女士(於2019年7月16日獲委任)
黃永昌先生(於2019年7月16日獲委任)
湯大杰博士(於2019年7月16日獲委任)
樊紹基先生(於2019年7月16日辭任)
梁煒佳先生(於2019年7月16日辭任)
盧志良先生(於2019年7月16日辭任)

根據組織章程細則第108條，在本公司每屆股東週年大會上，當時的三分之一董事或如其人數並非三或三的倍數，則最接近但不少於三分之一的董事人數的董事應輪值退任，但每名董事(包括以指定任期獲委任的董事)須至少每三年輪值退任一次。退任董事有資格重選連任。

此外，根據組織章程細則第112條，由董事會委任以填補臨時空缺的任何董事任期僅直至其獲委任後本公司第一次的股東大會，並須在該會議上重新選舉。

Directors' Report

董事會報告

In accordance with Articles 108 and 112 of the Articles of Association, Dr. Ho Chun Kit Gregory, Mr. Guo Jianfeng, Ms. Ng Yi Kum, Estella, Mr. Wong Wing Cheong Philip and Dr. Tang Dajie shall retire from office at the 2020 annual general meeting (the "2020 AGM"). All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2020 AGM.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out in the section headed "Biographies of Directors and Senior Management" on pages 17 to 22 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the 2020 AGM has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

PRE-EMPTIVE RIGHTS

There is not provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PERMITTED INDEMNITY PROVISION

The Articles of Association provide that every Director shall be indemnified out of the assets of the Company against all losses and liabilities incurred or sustained by him as a Director in the execution of his duties or otherwise in relation thereto, provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to such Director. There is appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group. Such provision was in force as of date of this annual report and during the financial year ended 31 December 2019.

根據組織章程細則第108及112條，何俊傑博士、郭劍峰先生、伍綺琴女士、黃永昌先生及湯大杰博士須於2020年股東週年大會上退任。上述所有退任董事均符合資格並願意於2020年股東週年大會上重選連任。

董事及高級管理人員履歷

董事及高級管理人員的履歷簡介詳情載於本年報第17至22頁的「董事及高級管理人員履歷」一節。

董事服務合約

概無擬於2020年股東週年大會上重選連任的董事與本集團任何成員公司訂有不可由本集團於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

優先購買權

本公司的組織章程細則並無優先購買權條文，而開曼群島法例亦無對有關權利作出限制，訂明本公司須按比例向現有股東發售新股份。

獲准許的彌償條文

組織章程細則規定，每名董事須獲以本公司資產作為彌償保證，使其不會因其於作為董事執行職務或關於執行職務而招致或蒙受之任何損失及責任，但因其本身欺詐或不誠實而招致或蒙受者，則作別論。董事及本集團職員享有適當的董事及職員責任保險。有關條文於本年報日期及截至2019年12月31日止財政年度內生效。

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to which the company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at the 31 December 2019, the interests and short positions of the Directors in the Shares, underlying shares or debentures of the Company and its associated corporations, within the meaning of the Securities and Futures Ordinance (the "SFO"), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules, were as follows:

(a) Long position in the Shares of associated corporation of the Company:

Name of Directors 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/ nature of interest 身分／權益性質	Total interests 權益總額	Approximate Percentage 概約百分比
Dr. Ho 何博士	CT Vision Investment Limited ("CT Vision Investment") 中天宏信投資有限公司 ("中天宏信投資")	Beneficial owner 實益擁有人	448,000	22.4%
Mr. Wu 吳先生	CT Vision Investment 中天宏信投資	Beneficial owner 實益擁有人	156,000	7.8%

董事於交易、安排或合約中的權益

於年末或年內任何時間，本公司、或其任何控股公司、附屬公司或同系附屬公司概無訂有董事於其中擁有重大權益的任何重大交易、安排或合約。

董事於證券中的權益及淡倉

於2019年12月31日，董事於本公司及其相聯法團（定義見證券及期貨條例）的股份、相關股份或債權證中所擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須於該條所指登記冊登記的權益及淡倉；或(c)根據載於上市規則附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

(a) 於本公司相聯法團的股份中的好倉

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

So far as was known to the Directors, as at 31 December 2019, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

主要股東於證券中的權益

就董事所知，於2019年12月31日，以下人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或於附帶權利可於所有情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值10%或以上中擁有直接或間接權益：

Name of Shareholders 股東名稱／姓名	Capacity/ Nature of interest 身分／權益性質	Number of Shares held 所持股份數目	Percentage of shareholding in the Company 佔本公司股權百分比
CT Vision Investment 中天宏信投資	Beneficial interest 實益權益	312,160,000	51.01%
Ms. Lin Zhiling ("Ms. Lin") ¹ 林志凌女士(「林女士」) ¹	Interest in a controlled corporation 受控制法團權益	312,160,000	51.01%
Condoever Assets Limited ("Condoever Assets") Condoever Assets Limited (「Condoever Assets」)	Beneficial interest 實益權益	71,880,000	11.75%
Dr. Kan Hou Sek, Jim ("Dr. Kan") ² 簡厚錫博士(「簡博士」) ²	Interest in a controlled corporation 受控制法團權益	71,880,000	11.75%
Mr. Lee Sai Man ("Mr. SM Lee") ³ 李世民先生(「李先生」) ³	Interest in a controlled corporation 受控制法團權益	71,880,000	11.75%
Mr. Wong Siu Kwai ("Mr. Wong") ⁴ 黃紹桂先生(「黃先生」) ⁴	Interest in a controlled corporation 受控制法團權益	71,880,000	11.75%
Ms. Poon Man Yee ⁵ 潘敏兒女士 ⁵	Interest of spouse 配偶權益	71,880,000	11.75%
Ms. Sheba Kishinchand Daswani ⁶ Sheba Kishinchand Daswani女士 ⁶	Interest of spouse 配偶權益	71,880,000	11.75%
Ms. Ho Lai Kuen ⁷ 何麗娟女士 ⁷	Interest of spouse 配偶權益	71,880,000	11.75%

Directors' Report

董事會報告

Notes:

1. Ms. Lin beneficially owns 44.80% of the issued share capital of CT Vision Investment. Therefore, Ms. Lin is deemed, or taken to be, interested in all the Shares held by CT Vision Investment for the purpose of the SFO.
2. Dr. Kan beneficially owns 33 1/3 % of the issued share capital of Condover Assets. Therefore, Dr. Kan is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO.
3. Mr. SM Lee beneficially owns 33 1/3 % of the issued share capital of Condover Assets. Therefore, Mr. SM Lee is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO.
4. Mr. Wong beneficially owns 33 1/3 % of the issued share capital of Condover Assets. Therefore, Mr. Wong is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO.
5. Ms. Poon Man Yee is the spouse of Dr. Kan. Accordingly Ms. Poon Man Yee is deemed, or taken to be, interested in all the Shares in which Dr. Kan is interested for the purpose of the SFO.
6. Ms. Sheba Kishinchand Daswani is the spouse of Mr. SM Lee. Accordingly Ms. Sheba Kishinchand Daswani is deemed, or taken to be, interested in all the Shares in which Mr. SM Lee is interested for the purpose of the SFO.
7. Ms. Ho Lai Kuen is the spouse of Mr. Wong. Accordingly Ms. Ho Lai Kuen is deemed, or taken to be, interested in all the Shares in which Mr. Wong is interested for the purpose of the SFO.

Save as disclosed above, as at 31 December 2019, the Directors were not aware of any other person (other than the Directors) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

附註：

1. 林女士實益擁有中天宏信投資44.80%已發行股本。因此，就證券及期貨條例而言，林女士被視為或當作於中天宏信投資所持有的所有股份中擁有權益。
2. 簡博士實益擁有Condover Assets 33 1/3 %已發行股本。因此，就證券及期貨條例而言，簡博士被視為或當作於Condover Assets所持有的所有股份中擁有權益。
3. 李先生實益擁有Condover Assets 33 1/3 %已發行股本。因此，就證券及期貨條例而言，李先生被視為或當作於Condover Assets所持有的所有股份中擁有權益。
4. 黃先生實益擁有Condover Assets 33 1/3 %已發行股本。因此，就證券及期貨條例而言，黃先生被視為或當作於Condover Assets所持有的所有股份中擁有權益。
5. 潘敏兒女士為簡博士的配偶。因此，就證券及期貨條例而言，潘敏兒女士被視為或當作於簡博士擁有權益的所有股份中擁有權益。
6. Sheba Kishinchand Daswani 女士為李先生的配偶。因此，就證券及期貨條例而言，Sheba Kishinchand Daswani 女士被視為或當作於李先生擁有權益的所有股份中擁有權益。
7. 何麗娟女士為黃先生的配偶。因此，就證券及期貨條例而言，何麗娟女士被視為或當作於黃先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於2019年12月31日，董事並不知悉有任何其他人士（並非董事）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或於附帶權利可於所有情況下在本集團任何成員公司之股東大會上表決的任何類別股本面值10%或以上中擁有直接或間接權益。

Directors' Report

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' Interests in Securities" above, at no time during the year was the Company, its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company or their associates to acquire benefits by means of the acquisition of Shares or debentures of the Company or any other body corporate.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor its subsidiaries had purchase, sell or redeem any of the Company's listed securities during the year ended 31 December 2019.

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year ended 31 December 2019 are set out in note 32 to the Financial Statements.

None of these related party transactions constitute a connected transaction (as defined in the Listing Rules) that is required to be disclosed.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules from the Listing Date and up to the date of this annual report.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 34 to 50.

RETIREMENT SCHEMES

The Group participates in the mandatory provident fund prescribed by the Mandatory Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Save as the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 December 2019.

董事購買購份或債權證的權利

除上文「董事於證券中的權益」一段所披露者外，於年內任何時間，本公司、其控股公司、附屬公司或同系附屬公司概無訂立任何安排，可讓本公司董事或彼等的聯繫人透過收購本公司或任何其他法人團體的股份或債權證而獲益。

購買、出售或贖回本公司的上市證券

於截至2019年12月31日止年度，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

關聯方交易

本集團於截至2019年12月31日止年度訂立的重大關聯方交易載於財務報告附註32。

概無該等關聯方交易構成關連交易(定義見上市規則)而須予以披露。

足夠公眾持股量

根據本公司所得的公開資料及就董事所知，本公司由上市日期及直至本年報日期一直維持上市規則項下規定的公眾持股量。

企業管治

本公司所採納的主要企業管治常規載於第34至50頁的企業管治報告。

退休計劃

本集團參與強制性公積金計劃條例(香港法例第485章)所訂明的強制性公積金。除上文所述者外，本集團於截至2019年12月31日止年度內並無參與任何其他退休金計劃。

Directors' Report 董事會報告

CHANGES IN DIRECTORS' INFORMATION

Changes in directors' information in respect of the period between the publication date of the 2019 Interim Report and this report, which are required to be disclosed pursuant to the requirement of Rule 13.51B(1) of the Listing Rules are set out in the section of "Biographies of Directors and Senior Management" of this report.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers contained in Appendix 10 to the Listing Rules as its own code of conduct of dealings in securities of the Company by Directors. Upon specific enquires of all the Directors, each of them confirmed that they have complied with the required standards set out in the Model Code during the year.

EVENTS AFTER THE REPORTING PERIOD

Save as the disclosure in note 35 to the Financial Statements, there is no material subsequent event undertaken by the Company or the Group after 31 December 2019 and up to the date of this annual report.

AUDITOR

The Financial Statements for the year ended 31 December 2019 have been audited by Deloitte Touche Tohmatsu, who will retire and being eligible, offer themselves for re-appointment at the 2020 AGM.

By order of the Board

Du Yi
Chairlady

Hong Kong, 13 July 2020

董事資料變動

有關2019年中期報告刊發日期至本報告刊發日期期間而須根據上市規則第13.51B(1)條規定披露之董事資料變動載於本報告「董事及高級管理人員履歷」一節。

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則，作為其本身董事買賣本公司證券的操守準則。經向全體董事作出具體查詢後，各董事均確認彼等於年內已遵守標準守則所載的規定標準。

報告期後事項

除財務報表附註35所披露者外，於2019年12月31日後及直至本年報日期，本公司或本集團概無進行其他重大期後事項。

核數師

截至2019年12月31日止年度的財務報表已由德勤·關黃陳方會計師行審核，其將於2020年股東週年大會上退任，並符合資格且願意獲重新委任。

承董事會命

主席
杜毅

香港，2020年7月13日

Corporate Governance Report

企業管治報告

The Board is pleased to present this Corporate Governance Report of the Company.

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2019, the Company has complied with all the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to Listing Rules.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules upon the Listing. All the Directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 December 2019 and up to the date of this annual report in response to the specific enquiry made by the Company.

The Board has established written guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the securities of the company as required under the CG Code. No incident of non-compliance of such guidelines by the relevant employees was noted by the Company during the year ended 31 December 2019 and up to the date of this annual report.

THE BOARD

The Board acts in good faith, with due diligence and care, to discharge its duties concerning the best interests of the Company and its shareholders. The primary role of the Board is to protect and enhance long term shareholders’ value; it also oversees the management, business, strategies and financial performance of the Group to ensure that good corporate governance policies and practices are implemented within the Group. The management is responsible for the execution of the strategies in the Group’s daily operations and the implementation of the risk management and internal control systems.

董事會欣然提呈本公司的企業管治報告。

企業管治常規

於截至2019年12月31日止年度，本公司一直遵守上市規則附錄十四企業管治守則（「企業管治守則」）所載的全部守則條文。

董事進行證券交易

本公司已於上市時採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）。經本公司作出具體查詢後，全體董事均確認彼等於截至2019年12月31日止年度內及直至本年報日期已遵守標準守則所載的規定標準。

董事會已根據企業管治守則的規定就有關僱員買賣本公司證券事宜制定書面指引，其條款不遜於標準守則。本公司於截至2019年12月31日止年度及直至本年報日期概無發現相關僱員違反該等指引的事件。

董事會

董事會為本公司及其股東的最佳利益，真誠、盡責及謹慎履行其職責。董事會的主要職責為保障及提升股東的長期價值，亦負責監督本集團的管理、業務、策略及財務表現，以確保本集團內已實施良好的企業管治政策及常規。管理層負責於本集團的日常營運中執行策略並實施風險管理及內部控制系統。

Corporate Governance Report 企業管治報告

The composition of the Board during the year and up to the date of this annual report is set out below:

Executive Directors

Mr. Wu Rui (*Vice chairman*) (*appointed on 26 April 2019*)
Dr. Ho Chun Kit Gregory (*Chief executive officer*) (*appointed on 26 April 2019*)
Mr. Lee Kai Lun
Mr. Guo Jianfeng
Dr. Kan Hou Sek, Jim (*resigned on 24 July 2019*)
Mr. Lee Sai Man (*resigned on 26 April 2019*)
Mr. Wong Siu Kwai (*resigned on 26 April 2019*)
Mr. Kwong Po Lam (*resigned on 26 April 2019*)

Non-executive Directors

Ms. Du Yi (*Chairlady*) (*appointed on 26 April 2019*)
Ms. Yip Man Shan (*appointed on 26 April 2019*)

Independent Non-executive Directors

Ms. Ng Yi Kum, Estella (*appointed on 16 July 2019*)
Mr. Wong Wing Cheong Philip (*appointed on 16 July 2019*)
Dr. Tang Dajie (*appointed on 16 July 2019*)
Mr. Fan Siu Kay (*resigned on 16 July 2019*)
Mr. Leung William Wai Kai (*resigned on 16 July 2019*)
Mr. Lo Chi Leung (*resigned on 16 July 2019*)

The biographies of the Directors during the year and up to the date of this annual report and the relationships among them are set out in the "Biographies of the Directors and Senior Management" section on pages 17 to 22 of this annual report.

CHAIRLADY OF THE BOARD AND CHIEF EXECUTIVE OFFICER ("CEO")

The Chairlady of the Board is Ms. Du Yi and the CEO of the Company is Dr. Ho Chun Kit Gregory. The roles of the Chairlady of the Board and the CEO of the Company are segregated to ensure their respective independence, accountability and responsibility. The major duties of the Chairlady are to provide leadership to the Board and spearhead overall corporate development and strategic planning whilst the CEO is responsible for implementing the decisions and strategy approved by the Board and managing day-to-day operations of the Group with the support of the executive Directors.

於年內及直至本年報日期，董事會的組成載列如下：

執行董事

吳瑞先生(*副主席*)(於2019年4月26日獲委任)
何俊傑博士(*行政總裁*)(於2019年4月26日獲委任)
利啟麟先生
郭劍峰先生
簡厚錫博士(於2019年7月24日辭任)
李世民先生(於2019年4月26日辭任)
黃紹桂先生(於2019年4月26日辭任)
鄺保林先生(於2019年4月26日辭任)

非執行董事

杜毅女士(*主席*)(於2019年4月26日獲委任)
葉文珊女士(於2019年4月26日獲委任)

獨立非執行董事

伍綺琴女士(於2019年7月16日獲委任)
黃永昌先生(於2019年7月16日獲委任)
湯大杰博士(於2019年7月16日獲委任)
樊紹基先生(於2019年7月16日辭任)
梁煒佳先生(於2019年7月16日辭任)
盧志良先生(於2019年7月16日辭任)

董事於本年度及直至本年報日期的履歷及相互之間的關係詳情載於本年報第17至22頁「董事及高級管理人員履歷」一節。

董事會主席及行政總裁(「行政總裁」)

董事會主席為杜毅女士，本公司行政總裁為何俊傑博士。區分董事會主席及本公司行政總裁的角色，以確保其各自獨立性、問責及責任感。主席的主要職責為領導董事會以及掌舵整體企業發展及策略規劃，而行政總裁則負責執行董事會批准的決定及策略，並在執行董事的支持下管理本集團的日常運營。

Corporate Governance Report 企業管治報告

EXECUTIVE DIRECTORS

The executive Directors are responsible for running the Group and executing the strategies adopted by the Board. They lead the Group's management team in accordance with the directions set by the Board and are responsible for ensuring that proper internal control system is in place and the Group's business conforms to applicable laws and regulations. The executive Directors bring a good balance of skills and experience to the Company.

NON-EXECUTIVE DIRECTORS

The non-executive Directors provide a wide range of expertise and experience and bring independent judgment on issues relating to the Group's strategies, development, performance and risk management through their contribution at the Board and committee meetings.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors provide their independent judgment on the development, performance and risk management of the Group. The independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Their participation provides adequate checks and balances to safeguard the interests of the Group and its shareholders including the review of continuing connected transactions described below. The Board consists of three independent non-executive Directors and two of them have appropriate professional qualifications or accounting or related financial management expertise. The Board confirms that the Company has received from each of the independent non-executive Directors a confirmation of independence for the Year pursuant to Rule 3.13 of the Listing Rules and considers such Directors to be independent.

The Directors are fully aware that they individually and collectively accountable to shareholders.

執行董事

執行董事負責經營本集團及執行董事會採納的策略。彼等遵照董事會制定的指示領導本集團的管理團隊，並負責確保制定適當之內部監控系統及本集團業務遵守適用法例及規例。執行董事為本公司帶來良好的技能與經驗上的平衡。

非執行董事

非執行董事提供各方面的專業知識及經驗，並透過參與董事會及委員會會議，對本集團的策略、發展、表現及風險管理作出獨立判斷。

獨立非執行董事

獨立非執行董事為本集團的發展、表現及風險管理提供獨立判斷。獨立非執行董事的重要職責為確保企業管治架構行之有效，並監察其基礎。彼等之參與為維護本集團及其股東(包括下文所述持續關連交易的審閱)的利益提供適當之制約與平衡。董事會包括三名獨立非執行董事，其中兩名具備合適的專業資格或會計或相關財務管理專業知識。董事會確認，本公司已接獲各獨立非執行董事根據上市規則第3.13條就於本年度獨立身份發出的確認書，並認為有關董事均屬獨立。

董事充分瞭解彼等須個別及共同向股東負責。

Corporate Governance Report

企業管治報告

The executive Directors have entered into employment contracts with the Company and each of the non-executive Directors and independent non-executive Directors have been appointed on a specific term of three years. Notwithstanding the specific term of appointments, the articles of association of the Company (the "Articles of Association") provide that every Directors shall be subject to retirement by rotation at the annual general meeting at least once every three years. At each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and be eligible for re-election by the shareholders.

During the year ended 31 December 2019 and up to the date of this annual report, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

DELEGATION BY THE BOARD

The management, consisting of executive Directors along with other senior executive, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

執行董事已與本公司訂立僱傭合約，而各非執行董事及獨立非執行董事已按三年指定任期獲委任。儘管以指定任期委任，本公司組織章程細則（「組織章程細則」）規定，每名董事須至少每三年一次於股東週年大會上輪值退任。於每屆股東週年大會上，當時三分之一的董事將輪值退任並合資格獲股東重選連任。

於截至2019年12月31日止年度及直至本年報日期，董事會於任何時間均符合上市規則有關董事會必須包括至少三名獨立非執行董事，所委任的獨立非執行董事必須佔董事會成員人數至少三分之一，而其中一名具備適當的專業資格，或具備適當的會計或相關財務管理專長的規定。

本公司已接獲各獨立非執行董事按照上市規則第3.13條所載的獨立性指引發出的年度確認書以確認其之獨立性。本公司認為所有獨立非執行董事均屬獨立。

董事會授權

管理層（由執行董事及其他高級行政人員組成）獲指派負責執行董事會不時採納的戰略及方向，以及進行本集團的日常運作。執行董事及高級管理層定期舉行會議，以檢討本集團整體的業務表現、協調整體資源，以及作出財務及營運決策。董事會亦就管理層的管理權力作出清晰指示，包括管理層須作出匯報的情況，並將定期檢討授權安排，確保有關安排仍然切合本集團的需要。

Corporate Governance Report 企業管治報告

BOARD MEETINGS

The Board meets regularly to discuss and formulate the overall strategy as well as the operation and financial performance of the Group. Directors may participate either in person or through electronic means of communication.

Pursuant to code provision A.1.1 of the CG Code, the Board should meet regularly and board meetings should be held at least four times a year.

The attendance of the respective Directors to the board meeting during the year are set out below:

董事會會議

董事會定期舉行會議以討論及制定整體策略以及本集團的營運及財務表現。董事可親身或以電子通訊方式參與會議。

根據企業管治守則的守則條文A.1.1，董事會應定期開會，董事會會議應每年召開至少四次。

各董事年內出席董事會會議的情況載列如下：

		Number of attendance/ Number of meetings entitled to attend 出席數目/有權出席的會議數目
Executive Directors	執行董事	
Mr. Wu Rui (<i>Vice chairman</i>) (<i>appointed on 26 April 2019</i>)	吳瑞先生(副主席)(於2019年4月26日獲委任)	4/5
Dr. Ho Chun Kit Gregory (<i>Chief executive officer</i>) (<i>appointed on 26 April 2019</i>)	何俊傑博士(行政總裁)(於2019年4月26日獲委任)	5/5
Mr. Lee Kai Lun	利啟麟先生	9/9
Mr. Guo Jianfeng	郭劍峰先生	7/9
Dr. Kan Hou Sek, Jim (<i>resigned on 24 July 2019</i>)	簡厚錫博士(於2019年7月24日辭任)	6/6
Mr. Lee Sai Man (<i>resigned on 26 April 2019</i>)	李世民先生(於2019年4月26日辭任)	4/4
Mr. Wong Siu Kwai (<i>resigned on 26 April 2019</i>)	黃紹桂先生(於2019年4月26日辭任)	4/4
Mr. Kwong Po Lam (<i>resigned on 26 April 2019</i>)	鄺保林先生(於2019年4月26日辭任)	4/4
Non-executive Directors	非執行董事	
Ms. Du Yi (<i>Chairlady</i>) (<i>appointed on 26 April 2019</i>)	杜毅女士(主席)(於2019年4月26日獲委任)	4/5
Ms. Yip Man Shan (<i>appointed on 26 April 2019</i>)	葉文珊女士(於2019年4月26日獲委任)	4/5
Independent Non-executive Directors	獨立非執行董事	
Ms. Ng Yi Kum, Estella (<i>appointed on 16 July 2019</i>)	伍綺琴女士(於2019年7月16日獲委任)	3/3
Mr. Wong Wing Cheong Philip (<i>appointed on 16 July 2019</i>)	黃永昌先生(於2019年7月16日獲委任)	3/3
Dr. Tang Dajie (<i>appointed on 16 July 2019</i>)	湯大杰博士(於2019年7月16日獲委任)	3/3
Mr. Fan Siu Kay (<i>resigned on 16 July 2019</i>)	樊紹基先生(於2019年7月16日辭任)	4/6
Mr. Leung William Wai Kai (<i>resigned on 16 July 2019</i>)	梁偉佳先生(於2019年7月16日辭任)	6/6
Mr. Lo Chi Leung (<i>resigned on 16 July 2019</i>)	盧志良先生(於2019年7月16日辭任)	6/6

Corporate Governance Report 企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

All Directors confirmed to comply with the provision of the CG Code in relation to continuous professional development during the year. In doing so, the Directors have undertaken various forms of activities relevant to the Company's business, Directors' duties and responsibilities.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors for the period from the Listing Date and up to the date of this annual report are summarised as follows:

董事持續專業發展

所有董事確認彼等於年內一直遵守有關持續專業發展的企業管治守則條文。為此，董事已參與有關本公司業務、董事職務及職責的各種活動。

自上市日期起及直至本年報日期期間，董事已接受的有關董事職責以及監管及業務發展的持續專業發展記錄概列如下：

	Type of Training (Note) 培訓類別 (附註)
Executive Directors	
Mr. Wu Rui (Vice chairman) (appointed on 26 April 2019)	
Dr. Ho Chun Kit Gregory (Chief executive officer) (appointed on 26 April 2019)	
Mr. Lee Kai Lun	
Mr. Guo Jianfeng	
Dr. Kan Hou Sek, Jim (resigned on 24 July 2019)	
Mr. Lee Sai Man (resigned on 26 April 2019)	
Mr. Wong Siu Kwai (resigned on 26 April 2019)	
Mr. Kwong Po Lam (resigned on 26 April 2019)	
Non-executive Directors	
Ms. Du Yi (Chairlady) (appointed on 26 April 2019)	
Ms. Yip Man Shan (appointed on 26 April 2019)	
Independent Non-executive Directors	
Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)	
Mr. Wong Wing Cheong Philip (appointed on 16 July 2019)	
Dr. Tang Dajie (appointed on 16 July 2019)	
Mr. Fan Siu Kay (resigned on 16 July 2019)	
Mr. Leung William Wai Kai (resigned on 16 July 2019)	
Mr. Lo Chi Leung (resigned on 16 July 2019)	
執行董事	
吳瑞先生(副主席)(於2019年4月26日獲委任)	B
何俊傑博士(行政總裁)(於2019年4月26日獲委任)	B
利啟麟先生	B
郭劍峰先生	A,B
簡厚錫博士(於2019年7月24日辭任)	B
李世民先生(於2019年4月26日辭任)	B
黃紹桂先生(於2019年4月26日辭任)	B
鄭保林先生(於2019年4月26日辭任)	B
非執行董事	
杜毅女士(主席)(於2019年4月26日獲委任)	B
葉文珊女士(於2019年4月26日獲委任)	B
獨立非執行董事	
伍綺琴女士(於2019年7月16日獲委任)	A,B
黃永昌先生(於2019年7月16日獲委任)	B
湯大杰博士(於2019年7月16日獲委任)	B
樊紹基先生(於2019年7月16日辭任)	B
梁煒佳先生(於2019年7月16日辭任)	B
盧志良先生(於2019年7月16日辭任)	A,B

Corporate Governance Report

企業管治報告

Note:

Type of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

附註：

培訓類別

A：出席培訓課程，包括但不限於簡報會、研討會、論壇及工作坊

B：閱讀有關的新聞提示、報章、期刊、雜誌及相關出版物

BOARD COMMITTEES

The Board has established certain committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively, the "Board Committee"), to oversee specific aspects of the Company's affairs. The Board Committees are established with specific written terms of reference which clearly outline the committees' authority and duties. The terms of reference of the Board Committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors. The members of the Board committees during the year are set out below:

Audit Committee

Ms. Ng Yi Kum, Estella (*Chairlady*) (*appointed on 16 July 2019*)

Mr. Wong Wing Cheong Philip (*appointed on 16 July 2019*)

Dr. Tang Dajie (*appointed on 16 July 2019*)

Mr. Lo Chi Leung (*Chairman*) (*resigned on 16 July 2019*)

Mr. Fan Siu Kay (*resigned on 16 July 2019*)

Mr. Leung William Wai Kai (*resigned on 16 July 2019*)

Remuneration Committee

Mr. Wong Wing Cheong Philip (*Chairman*) (*appointed on 16 July 2019*)

Mr. Wu Rui (*appointed on 26 April 2019*)

Ms. Ng Yi Kum, Estella (*appointed on 16 July 2019*)

Mr. Fan Siu Kay (*Chairman*) (*resigned on 16 July 2019*)

Mr. Lee Kai Lun (*resigned on 26 April 2019*)

Mr. Leung William Wai Kai (*resigned on 16 July 2019*)

董事委員會

董事會已成立若干委員會，即審核委員會、薪酬委員會及提名委員會（統稱為「董事委員會」），以監督本公司事務的特定範疇。董事委員會均訂有特定書面職權範圍，當中清晰列明委員會的權限及職責。董事委員會的職權範圍刊載於本公司網站及聯交所網站，股東有需要時亦可向本公司索取。

各董事委員會主要由獨立非執行董事組成。各董事委員會於年內的成員載列如下：

審核委員會

伍綺琴女士（主席）（於2019年7月16日獲委任）

黃永昌先生（於2019年7月16日獲委任）

湯大杰博士（於2019年7月16日獲委任）

盧志良先生（主席）（於2019年7月16日辭任）

樊紹基先生（於2019年7月16日辭任）

梁煒佳先生（於2019年7月16日辭任）

薪酬委員會

黃永昌先生（主席）（於2019年7月16日獲委任）

吳瑞先生（於2019年4月26日獲委任）

伍綺琴女士（於2019年7月16日獲委任）

樊紹基先生（主席）（於2019年7月16日辭任）

利啟麟先生（於2019年4月26日辭任）

梁煒佳先生（於2019年7月16日辭任）

Corporate Governance Report 企業管治報告

Nomination Committee

Ms. Du Yi (Chairlady) (appointed on 26 April 2019)
Dr. Ho Chun Kit Gregory (appointed on 26 April 2019)
Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)
Mr. Wong Wing Cheong Philip (appointed on 16 July 2019)
Dr. Tang Dajie (appointed on 16 July 2019)
Mr. Lee Kai Lun (resigned on 26 April 2019)
Dr. Kan Hou Sek, Jim (resigned on 26 April 2019)
Mr. Lo Chi Leung (Chairman) (resigned on 16 July 2019)
Mr. Fan Siu Kay (resigned on 16 July 2019)
Mr. Leung William Wai Kai (resigned on 16 July 2019)

AUDIT COMMITTEE

The Company has set up the Audit Committee on 23 June 2017 with written terms of reference of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control and risk management systems, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year ended 31 December 2019, four Audit Committee meetings were held. The attendance of each member to the Audit Committee Meeting is as follows:

Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)

Mr. Wong Wing Cheong Philip (appointed on 16 July 2019)

Dr. Tang Dajie (appointed on 16 July 2019)

Mr. Fan Siu Kay (resigned on 16 July 2019)

Mr. Leung William Wai Kai (resigned on 16 July 2019)

Mr. Lo Chi Leung (resigned on 16 July 2019)

The Audit Committee met the external auditors and Chairman/Chairlady on 29 March 2019 and 28 August 2019 respectively, without the presence of the executive Directors.

提名委員會

杜毅女士(主席)(於2019年4月26日獲委任)
何俊傑博士(於2019年4月26日獲委任)
伍綺琴女士(於2019年7月16日獲委任)
黃永昌先生(於2019年7月16日獲委任)
湯大杰博士(於2019年7月16日獲委任)
利啟麟先生(於2019年4月26日辭任)
簡厚錫博士(於2019年4月26日辭任)
盧志良先生(主席)(於2019年7月16日辭任)
樊紹基先生(於2019年7月16日辭任)
梁煒佳先生(於2019年7月16日辭任)

審核委員會

本公司已於2017年6月23日成立審核委員會，並訂定不遜於企業管治守則的條款的書面職權範圍。審核委員會的主要職責包括協助董事會檢討財務資料及申報程序、內部控制及風險管理系統、審核範圍及外聘核數師的任命，以及讓本公司僱員可對本公司財務申報、內部控制或其他方面可能出現的違規行為提出關注的安排。

於截至2019年12月31日止年度，審核委員會曾舉行四次會議。各成員出席審核委員會會議的記錄載列如下：

Audit Committee meeting attended/ Eligible to attend 出席/合資格出席 的審核委員會 會議數目

Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)	伍綺琴女士(於2019年7月16日獲委任)	1/1
Mr. Wong Wing Cheong Philip (appointed on 16 July 2019)	黃永昌先生(於2019年7月16日獲委任)	1/1
Dr. Tang Dajie (appointed on 16 July 2019)	湯大杰博士(於2019年7月16日獲委任)	1/1
Mr. Fan Siu Kay (resigned on 16 July 2019)	樊紹基先生(於2019年7月16日辭任)	2/3
Mr. Leung William Wai Kai (resigned on 16 July 2019)	梁煒佳先生(於2019年7月16日辭任)	3/3
Mr. Lo Chi Leung (resigned on 16 July 2019)	盧志良先生(於2019年7月16日辭任)	3/3

審核委員會亦於2019年3月29日及2019年8月28日與外聘核數師及主席會面，其時沒有執行董事在場。

Corporate Governance Report 企業管治報告

REMUNERATION COMMITTEE

The Company has set up the Remuneration Committee on 23 June 2017 with written terms of reference of no less exacting terms those set out in the CG Code. The primary functions of the Remuneration Committee include determining/reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration.

Details of the remuneration of the Directors and senior management are set out in the sections headed "Directors' Remuneration" and "Remuneration of the Senior Management" in this annual report.

During the year ended 31 December 2019, two Remuneration Committee meetings were held. The attendance record of each member of the Remuneration Committee is as follows:

薪酬委員會

本公司已於2017年6月23日成立薪酬委員會，並訂定不遜於企業管治守則的條款的書面職權範圍。薪酬委員會主要職責包括釐定／檢討個別執行董事及高級管理人員的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並就上述事項向董事會提出建議；以及設立制訂此等薪酬政策及架構的高透明度程序以確保概無董事或其任何聯繫人參與釐定其自身薪酬。

董事及高級管理人員的薪酬待遇詳情載於本年報「董事薪酬」及「高級管理人員薪酬」各節。

於截至2019年12月31日止年度，薪酬委員會曾舉行兩次會議。各成員出席薪酬委員會會議的記錄載列如下：

		Remuneration Committee meeting attended/ Eligible to attend 出席／合資格出席 的薪酬委員會 會議數目
Mr. Wong Wing Cheong Philip (Chairman) (appointed on 16 July 2019)	黃永昌先生(主席)(於2019年7月16日獲委任)	0/0
Mr. Wu Rui (appointed on 26 April 2019)	吳瑞先生(於2019年4月26日獲委任)	1/1
Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)	伍綺琴女士(於2019年7月16日獲委任)	0/0
Mr. Fan Siu Kay (Chairman) (resigned on 16 July 2019)	樊紹基先生(主席)(於2019年7月16日辭任)	2/2
Mr. Lee Kai Lun (resigned on 26 April 2019)	利啟麟先生(於2019年4月26日辭任)	1/1
Mr. Leung William Wai Kai (resigned on 16 July 2019)	梁煒佳先生(於2019年7月16日辭任)	2/2

Corporate Governance Report 企業管治報告

NOMINATION COMMITTEE

The Company has set up the Nomination Committee on 23 June 2017 with written terms of reference of no less exacting terms than those set out in the CG Code.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board diversity policy, including but not limited to skills, industry and regional experience, background, race, gender and other qualities etc. In forming its perspective on diversity, the Company will also take into account factors based on its own business model and specific needs from time to time. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

At present, there are 9 members in the Board of the Company, including 6 male directors and 3 female directors. All directors possess university or above educational level whereas some possess professional qualifications in accountancy, chartered secretary and laws etc., and have ample experiences of giant enterprise management, financial management, legal and human resources etc. in different fields.

提名委員會

本公司已於2017年6月23日成立提名委員會，並訂定不遜於企業管治守則的條款的書面職權範圍。

提名委員會的主要職責包括檢討董事會的組成、開發及制定提名及委任董事的相關程序、就董事的委任及繼任計劃向董事會提出建議，以及評估獨立非執行董事的獨立性。

於評估董事會的組成時，提名委員會將考慮本公司董事會多元化政策所載與董事會多元化有關的若干方面以及諸多因素，包括但不限於技能、行業及地區經驗、背景、種族、性別及其他特質等。在形成多元化視角方面，本公司亦將根據本身的業務模式及不時的特定需要考慮各種因素。提名委員會將商討並協定達成董事會多元化的可計量目標(如有需要)，並向董事會提供建議以供採納。

於物色及選定合適的董事人選時，提名委員會將於向董事會提供建議前考慮候選人的性格、資格、經驗、獨立性及其他相關必要標準，以配合企業策略及達致董事會成員多元化(如適用)。

目前，本公司董事局有9位成員，包括6位男性董事及3位女性董事。全體董事均持有大學或以上學歷。當中持有會計師、特許秘書及律師等專業資格，以及擁有不同行業的大型企業管理、財務管理、法律、人力資源等豐富經驗。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2019, two Nomination Committee meetings were held. The attendance record of each member of the Remuneration Committee is as follows:

於截至2019年12月31日止年度，提名委員會曾舉行兩次會議。各成員出席提名委員會會議的記錄載列如下：

		Nomination Committee meeting attended/ Eligible to attend 出席／合資格出席 的提名委員會 會議數目
Ms. Du Yi (Chairlady) (appointed on 26 April 2019)	杜毅女士(主席)(於2019年4月26日獲委任)	1/1
Dr. Ho Chun Kit Gregory (appointed on 26 April 2019)	何俊傑博士(於2019年4月26日獲委任)	1/1
Ms. Ng Yi Kum, Estella (appointed on 16 July 2019)	伍綺琴女士(於2019年7月16日獲委任)	0/0
Mr. Wong Wing Cheong Philip (appointed on 16 July 2019)	黃永昌先生(於2019年7月16日獲委任)	0/0
Dr. Tang Dajie (appointed on 16 July 2019)	湯大杰博士(於2019年7月16日獲委任)	0/0
Mr. Lee Kai Lun (resigned on 26 April 2019)	利啟麟先生(於2019年4月26日辭任)	1/1
Dr. Kan Hou Sek, Jim (resigned on 26 April 2019)	簡厚錫博士(於2019年4月26日辭任)	1/1
Mr. Lo Chi Leung (Chairman) (resigned on 16 July 2019)	盧志良先生(主席)(於2019年7月16日辭任)	2/2
Mr. Fan Siu Kay (resigned on 16 July 2019)	樊紹基先生(於2019年7月16日辭任)	2/2
Mr. Leung William Wai Kai (resigned on 16 July 2019)	梁煒佳先生(於2019年7月16日辭任)	2/2

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the year ended 31 December 2019, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code by Directors and relevant employees, and the Company's compliance with the CG Code and disclosures in this Corporate Governance Report.

企業管治職能

董事會負責執行載於企業管治守則守則條文D.3.1的職能。

於截至2019年12月31日止年度，董事會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓和持續專業發展、本公司遵守法律及監管規定的政策及常規、董事及相關僱員遵守標準守則的情況、以及本公司遵守企業管治守則的情況及本企業管治報告的披露內容。

Corporate Governance Report 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Group has established a risk management policy which sets out the process of identification, evaluation and management of the principal risks affecting the business.

1. Each division is responsible for identifying and assessing principal risks within its divisions on a quarterly basis and establishing mitigation plans to manage the risks identified.
2. The management is responsible for overseeing the Group's risk management and internal control activities, attending quarterly meetings with each division to ensure principal risks are properly managed, and new or changing risks are identified and documented.
3. The Board is responsible for reviewing and approving the effectiveness and adequacy of the Group's risk management and internal control systems.

The Group has maintained internal control guidance and procedures on the Group's operational cycles relating to revenue, purchase and expenditure, inventory and human resources etc., to ensure proper accounting records are kept so that reliable financial reporting can be provided, the effectiveness and efficiency of operation can be achieved, and the compliance with applicable laws and regulations and safeguarding of assets can be maintained. These procedures, together with the Company's compliance manual, have also shaped the control environment in which and how the Group operates, including the budgeting controls, investment decision making, risk assessment and practices of corporate governance. These systems are designed to provide reasonable protection against errors, losses and fraud.

風險管理及內部控制

董事會承認其須對風險管理及內部控制系統負責，並有責任檢討該等系統的有效性。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。董事會對評估及釐定本公司為達成戰略目標所願承擔的風險性質及程度，並制訂及維持合適且有效的風險管理及內部控制系統承擔整體責任。

本集團已制訂風險管理政策，當中載有識別、評估及管理影響業務的主要風險的程序。

1. 各部門負責於每個季度識別及評估部門內的主要風險並制訂緩解方案以管理所識別的風險。
2. 管理層負責監管本集團的風險管理及內部控制活動，與各部門舉行季度會議以確保主要風險得到適當管理並識別及記錄全新或出現變化的風險。
3. 董事會負責檢討及批准本集團風險管理及內部控制系統的有效性及其足夠性。

本集團就有關收益、採購及開支、存貨及人力資源等方面的營運週期設有內部控制指引及程序，確保存置適當的會計記錄，以便能夠提供可靠的財務報告，達致營運效率與效益，以及保持遵守適用法律及法規以及保護資產。該等程序加上本公司的合規手冊，亦塑造本集團在預算控制、投資決策、風險評估及企業管治常規等方面的控制環境，以供本集團操作。該等系統旨在提供防止錯誤、損失及欺詐的合理保障。

Corporate Governance Report

企業管治報告

The Company does not establish a standalone internal audit department, however, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group.

The Company has engaged ZHONGHUI ANDA Risk Services Limited to conduct a review on the effectiveness of the internal controls of the Group for the year ended 31 December 2019. The review covered certain operational procedures and included recommendations for improving and strengthening the internal control system. No significant area of concern that may affect the financial, operational, compliance, control and risk management of the Group has been identified.

The Boards has conducted a review of the effectiveness of the internal control system of the Group and is satisfied that the Group has complied with the Code in respect of internal control during the year.

Regular meetings were held between the executive Directors and senior management to review and monitor the business and financial performance against the targets, the progress of certification and contract receipts from the customers, the efficiency in the use of the Group's resources in comparison to the budgets, and the operational matters to ensure the Group has complied with the regulations that have material impact to the Group's business. The aim is to enhance the communication and accountability of the Directors and management so that significant strategic, financial, operational and compliance risks or potential deviations are timely identified and dealt with in proper manner, which significant issues are reported back to the Board for their attention.

With respect to the monitoring and disclosure of inside information, the Group has developed its disclosure policy which provides a general guide to the Group's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquires. While any potential inside information will be escalated to the executive meetings or the Board via the established reporting channels, the Directors will assess and determine if the inside information of the Group exist where timely disclosure is required to be made by way of an announcement published on the Stock Exchange website. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

本公司並無設立獨立內部審核部門，然而，董事會已實施充足的措施，從本集團不同方面履行內部審核功能。

本集團已委聘中匯安達風險管理有限公司，對本集團於截至2019年12月31日止年度的內部控制的有效性作出檢討。該檢討涵蓋若干運作程序，並包括就改進及加強內部控制系統提出建議。概無發現可能影響本集團財務、業務營運、合規、控制及風險管理的重大關注領域。

董事會已檢討本集團內部控制系統的成效，並信納本集團於年內已就內部控制遵守守則的規定。

執行董事與高級管理層定期舉行會議，以檢討及監察業務及財務表現對比目標的進度、自客戶獲取證書及合約的進度、本集團資源的運用效率與預算對比，以及營運方面的事務，以確保本集團遵守對本集團業務有重大影響的監管規定。此舉旨在增強董事與管理層的溝通與問責，從而令重大策略、財政、營運及合規風險或潛在偏離狀況得到及時辨識，並以適當方式處理，而重大事項則向董事會匯報。

關於監控及披露內幕消息，本集團已制定披露政策，以就處理保密資料、監控信息披露及回應查詢向本集團董事、職員、高級管理人員及相關僱員提供一般指引。任何潛在內幕消息將會透過既定的申報渠道上報執行會議或董事會，董事將評估及釐定本集團是否存在內幕消息，而須按規定於聯交所網站上發表公告作及時披露。控制程序經已實施，以確保嚴禁擅自獲取及使用內幕消息。

Corporate Governance Report 企業管治報告

DIVIDEND POLICY

The Board has adopted its dividend policy on 31 December 2019. The Board may, as it deems appropriate, determine and distribute an interim dividend to shareholders of the Company from time to time. The Board may recommend the payment of an annual dividend, subject to the approval by shareholders of the Company at annual general meetings.

The Company's dividend policy is to allow shareholders to share the Company's profits whilst preserving adequate reserves for the Company's future development. Subject to the approval of shareholders and requirement of relevant laws, if the Group makes a profit, the operating environment remains stable and the Group has no plans for material investment or capital contribution, the Company shall pay annual dividends to its shareholders. The Board may, from time to time, pay to the shareholders such interim dividends as the Directors deem reasonable to the profit of the Group. Moreover, the Board may, where considered appropriate, declare special dividends.

Considerations:

In deciding or proposing the number of distribution and the amount and form of dividend for any financial year/period, the Board shall consider the following factors:

- (a) the Company's actual and expected financial performance;
- (b) retained earnings and distributable reserves of the Company and respective members of the Group;
- (c) the debt-to-equity ratio, rate of return on equity and relevant financial covenants of the Group;
- (d) any restrictions imposed by the lenders of the Group in terms of dividend payment;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) the Group's general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company; and
- (g) any other factors the Board may consider appropriate.

股息政策

董事會於2019年12月31日採納股息政策。董事會可於其認為適當的情況下不時釐定及向本公司股東分派中期股息。董事會可建議派付年度股息，惟須經本公司股東於股東週年大會上批准。

本公司的股息政策旨在讓股東分享本公司溢利，同時維持足夠儲備供本公司日後發展。在股東批准及相關法律規定的規限下，倘本集團錄得溢利、經營環境穩定及本集團並無計劃作出重大投資或出資，則本公司應向股東派付年度股息。董事會可不時向股東派付董事認為就本集團溢利而言屬合理的中期股息。此外，董事會可於其認為適當的情況下宣派特別股息。

考慮因素：

於決定或建議任何財政年度／期間的分派次數以及股息金額及形式時，董事會應考慮以下因素：

- (a) 本公司的實際及預期財務表現；
- (b) 本公司及本集團各成員公司的保留盈利及可分派儲備；
- (c) 本集團的債務對權益比率、股權回報率及相關財務契諾；
- (d) 本集團貸款人在派付股息方面施加的任何限制；
- (e) 本集團的預期營運資金需要及未來擴展計劃；
- (f) 本集團的整體經濟狀況、本集團業務的業務週期以及其他可影響本公司業務或財務表現及狀況的內外部因素；及
- (g) 董事會可能視為適當的任何其他因素。

Corporate Governance Report

企業管治報告

The dividend payout ratio will vary from year to year. There is no assurance that a dividend will be declared in any particular amount for any given period.

FORM OF DIVIDEND

In accordance with the articles of association of the Company, dividend may be paid in cash. The Board may consider bonus issue, and its relevant basis must comply with applicable laws and regulations.

DIRECTORS' REMUNERATION

Directors' emoluments are determined with reference to Directors' duties, responsibilities and performance and the results of the Group. In addition, the Directors' remuneration is reviewed by the Remuneration Committee of the Company annually. Details of the Directors' remuneration are set out in note 11 to the Financial Statements.

REMUNERATION OF THE SENIOR MANAGEMENT

During the year ended 31 December 2019, the remuneration of senior management is listed below by band:

Band of remuneration
薪酬範圍

Number of Person
人數

HK\$1,000,000 or below
1,000,000港元或以下

3

AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the remunerations paid or payable to Deloitte Touche Tomatsu in respect of its audit services is HK\$1,900,000.

派息率每年不同，概不保證將會就任何指定期間宣派任何特定金額的股息。

股息形式

按照本公司的組織章程細則，股息可以現金派付。董事會可考慮發行紅股，其相關基準必須符合適用法律及法規。

董事薪酬

董事薪金乃依據董事的職務、責任及表現以及本集團的業績釐定。此外，董事薪酬每年由本公司薪酬委員會檢討。有關董事薪酬的詳情載於財務報表附註11。

高級管理人員薪酬

於截至2019年12月31日止年度，高級管理人員的薪酬範圍載列如下：

核數師酬金

截至2019年12月31日止年度，就審核服務已付或應付予德勤·關黃陳方會計師行的酬金為1,900,000港元。

Corporate Governance Report 企業管治報告

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of Financial Statements for the year ended 31 December 2019 which give a true and fair view of the financial position of the Group. In preparing the Financial Statements which give a true and fair view, it is fundamental that the appropriate accounting policies are selected and applied consistently. The statement of the external auditor of the Company about their reporting responsibilities on the Financial Statements is set out in the "Independent Auditor's Report" on pages 70 to 76 of this annual report. The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

COMPANY SECRETARY

The Company's company secretary, Mr. Lo Chun Man, coordinates the supply of information to the Directors and is the primary contract person within the Company for all matters relating to the duties and responsibilities of the company secretary. All Directors have access to company secretary to ensure that Board procedures and all applicable laws, rules and regulations are followed. During the year ended 31 December 2019, he had taken no less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules. For details of his biography, please refer to the section headed "Biographies of Directors and Senior Management" of this annual report.

SHAREHOLDERS' RIGHTS

We seriously take care of the shareholders' interest to ensure that they are treated fairly and are able to exercise their shareholders' rights effectively. Shareholders are entitled by the Articles of Association and are also encouraged to participate in the Company's general meetings or appoint proxies to attend meetings may request the Board to convene an extraordinary general meeting and put forward proposals. Such requisition should be made in writing to the Board or the company secretary for such purpose and should specify the objects of the meeting.

董事及核數師對財務報表的責任

董事承認彼等有責任編製截至2019年12月31日止年度的財務報表，以真實而中肯地反映本集團的財務狀況。於編製真實而中肯地反映狀況的財務報表時，有必要選擇並貫徹應用適當的會計政策。本公司外聘核數師有關彼等對財務報表的申報責任的聲明，載於本年報第70至76頁的「獨立核數師報告」一節。董事並不知悉有涉及任何可能對本集團能否持續經營嚴重存疑的事件或狀況的重大不明朗因素。

公司秘書

本公司的公司秘書盧俊文先生負責協調向董事提供資訊，並就涉及公司秘書職務及職責的一切事宜擔任本公司的主要聯絡人。所有董事均可接觸到公司秘書，以確保能夠遵守董事會議事規則及所有適用法律、規則及法規。於截至2019年12月31日止年度，彼已按照上市規則第3.29條的規定參加不少於15個小時的相關專業培訓。有關其履歷的詳情，請參閱本年報「董事及高級管理人員履歷」一節。

股東權利

我們傾力保障股東的權益，確保彼等獲平等對待，並可有效行使其股東權利。章程細則賦予股東權利且鼓勵股東親身或委派代表出席本公司的股東大會，並可要求董事會召開股東特別大會及提呈議案。有關請求須以書面向董事會或公司秘書遞呈，並須列明會議目的。

Corporate Governance Report

企業管治報告

The Board is not aware of any provisions allowing the shareholders of the Company to put forward proposals at general meetings of the Company under the Articles of Association and the Companies Law of the Cayman Islands. Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make written requisition to require the convening of an extraordinary general meeting of the Company.

In case a shareholder wishes to nominate a person for election as director in general meeting, the particulars of the candidate must be stated in a nomination notice signed and deposited together with a notice of willingness signed by the candidate to the company secretary at the Company principal place of business (Room Nos. 808–814, 8th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong) or at the Hong Kong branch share registrar and transfer office of the Company. The notice should be given at least seven days prior to the date of such general meeting.

INVESTOR RELATIONS

The Company is committed to maintaining effective and timely dissemination of the Group's information to its shareholders and the market. The annual shareholders' meetings of the Company are the primary forum for communication by the Company with its shareholders and for shareholder participation. At the annual general meeting of the Company, the Directors (or their delegates as appropriate) are available to meet shareholders and answer their enquires. In addition, the Company's website (<http://www.ctvision994.com>) contains extensive company information which is easily accessible.

CONSTITUTIONAL DOCUMENTS

During the Reporting Period, save as disclosed in the section headed "Significant Events" in the Management Discussion and Analysis section of this annual report, no amendments were made to the constitutional documents of the Company.

ENQUIRES TO THE BOARD

Enquiries may put to the Board through the Company's principal place of business in Hong Kong at Room Nos. 808–814, 8th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong (email: info@ctvision994.com).

董事會並不知悉章程細則及開曼群島公司法有任何條文允許本公司股東於本公司的股東大會上提呈議案。股東如欲於股東大會上提呈議案，可參照前段所述遞呈請求書以要求召開本公司的股東特別大會。

股東如欲於股東大會上提名任何人士出選董事，則須將載有候選人詳細資料的經簽署提名通知書連同經候選人簽署的膺選同意書，遞呈至本公司主要營業地點(地址為香港灣仔港灣道30號新鴻基中心8樓808–814室)送呈本公司的公司秘書或本公司的香港股份過戶登記分處。通知書須於有關股東大會日期前至少七天發出。

投資者關係

本公司致力於維持有效且及時地向其股東及市場傳達本公司資料。本公司的股東週年大會乃本公司與股東溝通，並供股東參與的主要平台。於本公司的股東週年大會上，董事(或其指派的人士(如適用))會出席與股東會面，以及解答彼等的查詢。此外，本公司的網站(<http://www.ctvision994.com>)載有豐富的公司資料，方便瀏覽。

憲章文件

於報告期間，除本年報管理層討論與分析一節「重大事件」所披露者外，本公司憲章文件並無修訂。

向董事會作出查詢

股東可以透過本公司的香港主要營業地點，地址為香港灣仔港灣道30號新鴻基中心8樓808–814室(電郵：info@ctvision994.com)，向董事會作出查詢。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

CT Vision (International) Holdings Limited (the “Company”) is pleased to present its Environmental, Social and Governance (hereinafter called “ESG”) Report of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2019 (the “Year 2019”), with an aim to provide details of the system establishment and performance of the Group in respect of sustainable development to both the internal and external stakeholders.

This report was prepared in accordance with the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities made by of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), highlighted the environmental and social measures and activities of the Group during the Year 2019. Corporate governance is addressed separately in the Corporate Governance Report.

The Group is principally engaged in the provision of construction and related services, which mainly included (a) building construction business, (b) sales of piles, and (c) renewable energy business.

The scope of this ESG report mainly includes policies, data and activities of the office in Hong Kong (the “Hong Kong Office”) and the offices located in the People’s Republic of China (the “PRC”) (the “PRC Offices”) and the Group’s construction services in Hong Kong during the Year 2019. Unless otherwise specified, the disclosed environmental and social KPIs covers Hong Kong Office, PRC Offices and the following construction sites in relation to three environmental aspects and eight social aspects:

- Mei Tin Road project – superstructure works;
- Airport project – foundation works;
- Shatin project – foundation works;
- Tai Mong Tsai project – foundation works; and
- Wong Chuk Hang project – foundation works.

關於本報告

中天宏信(國際)控股有限公司(「本公司」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2019年12月31日止年度(「2019年度」)的環境、社會及管治(下稱「環境、社會及管治」)報告,旨在向內部及外部權益人提供本集團於可持續發展方面的制度設立及表現的詳情。

本報告乃根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄二十七所載的環境、社會及管治報告指引而編製,重點介紹本集團於2019年度的環境及社會措施和活動。企業管治於企業管治報告內獨立闡述。

本集團主要從事提供建築及相關服務,主要包括(a)建築工程業務;(b)銷售樁柱;及(c)可再生能源業務。

本環境、社會及管治報告的範圍主要包括於香港的辦事處(「香港辦事處」)及位於中華人民共和國(「中國」)的辦事處(「中國辦事處」)以及本集團於香港的建築服務於2019年度的政策、數據及活動。除非另有指明,否則所披露的環境及社會關鍵績效指標涵蓋香港辦事處、中國辦事處及以下建築工地的三個環境範疇及八個社會範疇:

- 美田路項目—上蓋工程;
- 機場項目—地基工程;
- 沙田項目—地基工程;
- 大網仔項目—地基工程;及
- 黃竹坑項目—地基工程。

Environmental, Social and Governance Report

環境、社會及管治報告

The above construction sites account for roughly 73% of the total revenue of the Group's active construction sites in Hong Kong in Year 2019. The Group will continue to review the reporting scope in the future, and extend the report coverage based on the following criteria:

- significance of revenue against the respective financial year;
- potential ESG impact;
- geographical location; and
- associated new legislation requirements, if any.

The board of directors of the Company has reviewed and approved this ESG report.

STAKEHOLDERS ENGAGEMENT

The Group values the views and opinions of the stakeholders and recognise the importance of their input to the Group's sustainable development.

The Group's key stakeholders include government, shareholders, customers, employees, suppliers or subcontractors and community. The Group has conducted a survey, discussed or communicated with stakeholders to understand their views and respond to their needs and expectations, evaluated and prioritised their inputs to improve the Group's performance, and finally strived to provide value to the stakeholders.

以上建築工地佔本集團於2019年度在香港的活躍建築工地收益總額約73%。本集團日後將持續檢討報告範圍，並基於以下標準擴大報告內容：

- 收益對於相關財政年度的重要程度；
- 潛在環境、社會及管治影響；
- 地理位置；及
- 相關新法例規定(如有)。

本公司董事會已審閱及批准本環境、社會及管治報告。

權益人參與

本集團重視權益人的見解及意見，深明彼等為本集團的可持續發展所作貢獻之重要性。

本集團的主要權益人包括政府、股東、客戶、僱員、供應商或分包商及社區。本集團已與權益人進行問卷調查、討論或溝通，以了解彼等的見解及回應其需要及期望，評估及排列其對於改善本集團表現之意見的優先次序，並最終致力為權益人創造價值。

Stakeholders 權益人	Expectations and requirements 期望及要求	Communication and response 溝通及回應
Government and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> • Operating in compliance with the law • Tax payment in accordance with the laws 	<ul style="list-style-type: none"> • Law-abiding operations • Tax payment on time and in full
Shareholders 股東	<ul style="list-style-type: none"> • Implementation of corporate governance and create value • Information disclosure • 實行企業管治並創造價值 • 資訊披露 	<ul style="list-style-type: none"> • Optimising internal control and risk management • Releasing operating data in due course • 優化內部監控及風險管理 • 適時發佈營運數據

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 權益人	Expectations and requirements 期望及要求	Communication and response 溝通及回應
Customers 客戶	<ul style="list-style-type: none"> Fulfilling contracts within the law High-quality services 	<ul style="list-style-type: none"> Timely completion of the works as set out in works order Adopting ISO 9001:2015 certification 按時完成工程訂單所載的工程 採納ISO 9001:2015認證
Employees 僱員	<ul style="list-style-type: none"> Career development platform Remuneration and benefits Occupational health and safety 	<ul style="list-style-type: none"> Transparent promotion channel Competitive remuneration package Implementation of health and safety management system 具透明度的晉升渠道 具競爭力的薪酬待遇 實施健康及安全管理系統
Suppliers or subcontractors 供應商或分包商	<ul style="list-style-type: none"> Receiving payment on time Business ethics and credit standing 	<ul style="list-style-type: none"> Timely payment schedule Fulfilment of obligations under any contract in accordance with laws 及時付款時間安排 依法履行合約義務
Community 社區	<ul style="list-style-type: none"> Improving the environment of communities Protecting the nature 提升社區環境 保護自然 	<ul style="list-style-type: none"> Participation in charitable activities Adhere to green operations 參與慈善活動 恪守綠色營運

Environmental, Social and Governance Report 環境、社會及管治報告

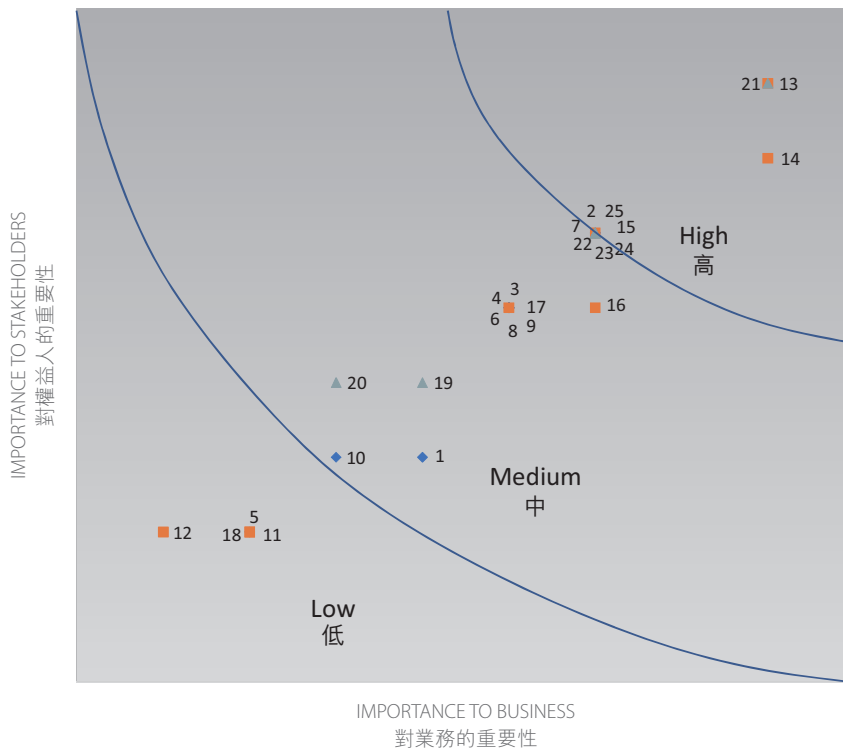
MATERIALITY MATRIX

In Year 2019, the Group carried out materiality assessment on a number of ESG issues in order to identify which issues were crucial to the Group's business and were of the utmost concerned by stakeholders. It helps the Group to ensure its business development meeting the expectations and requirements of stakeholders. The Group has identified 25 ESG issues covering environmental, social and operation, and has invited both internal and external stakeholders to assess the materiality of the ESG issues through a scoring tool and interviews. The Group's management has reviewed the ranking of materiality of the ESG issues and then disclosed the result in this report. The results of materiality assessment prioritised stakeholder inputs and made the Group focused on the material aspects for actions, achievements and reporting.

重要性矩陣

於2019年度，本集團對多項環境、社會及管治事宜進行重要性評估，以識別對本集團業務最重要及權益人最關注的事項。該評估有助本集團確保其業務發展符合權益人的期望及需求。本集團已識別出25項涵蓋環境、社會及營運的環境、社會及管治事項，並邀請內部及外部權益人透過評分工具及面談，對該等環境、社會及管治事項的重要性進行評估。本集團管理層已審閱該等環境、社會及管治事項的重要性級別，並於本報告內披露結果。重要性評估的結果能對權益人的意見進行排序，使本集團在行動、成就及匯報上重點關注重要的範疇。

The Group's materiality matrix of ESG issues in the Year 2019:
2019年度本集團的環境、社會及管治事項重要性矩陣：



Environmental, Social and Governance Report

環境、社會及管治報告

Environmental issues 環境事項

1. Greenhouse gas emissions
1. 溫室氣體排放
2. Energy consumption
2. 能源消耗
3. Water consumption
3. 耗水
4. Waste
4. 廢棄物
5. Use of raw materials and packaging materials
5. 原材料及包裝材料的使用
6. Green buildings certification
6. 綠色建築認證
7. Noise
7. 噪音
8. Climate change
8. 氣候變化
9. Customer engagement in environmental issues
9. 客戶對環境事項的參與

Social issues 社會事項

10. Use of chemicals
10. 化學品的使用
11. Local community engagement
11. 本地社區參與
12. Community investment
12. 社區投資
13. Occupational health and safety
13. 職業健康及安全
14. Labour standards in supply chain
14. 供應鏈內的勞工標準
15. Training and development
15. 培訓及發展
16. Employee welfare
16. 僱員福利
17. Inclusion and equal opportunities
17. 包容及平等機會
18. Talent attraction and retention
18. 吸納及挽留人才

Operation issues 營運事項

19. Economic value generated
19. 產生的經濟價值
20. Corporate governance
20. 企業管治
21. Anti-corruption
21. 反貪污
22. Supply chain management
22. 供應鏈管理
23. Customer satisfaction
23. 客戶滿意度
24. Customer privacy
24. 客戶私隱
25. Product responsibility
25. 產品責任

EMISSIONS

The Group recognises that environmental protection is one of the great social concern matters. The Group formulates specific Environmental Management Plans (EMP) for the projects to effectively implement the mitigation measures, with proper monitoring and remedial measures that satisfy relevant requirements. Apart from regulatory requirements, the Group also adheres to the BEAM Plus requirements in five of the construction sites including Mei Tin Road project, Airport project, Shatin project, Tai Mong Tsai project and Wong Chuk Hang project to further the efforts in controlling the emissions and resource use.

排放物

本集團認為環境保護乃社會關注的重大事項之一。本集團為各項目制定明確的環境管理計劃，有效實施緩解措施，並設有符合相關規定的適當監察及補救措施。除監管規定外，本集團亦於五個建築工地(包括美田路項目、機場項目、沙田項目、大網仔項目及黃竹坑項目)嚴守「綠建環評」規定，以加強管制排放物及資源使用。

Environmental, Social and Governance Report

環境、社會及管治報告

The fuel used by machinery and mobile generators during construction will result in air emissions. Under the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation approved by the Environmental Protection Department is required for the use of regulated machines and non-road vehicles. To reduce air emissions, the Group uses ultra-low-sulphur diesel in all diesel-operated construction plants and set up screens to reduce the impact of exhaust fumes on the public when necessary.

For dust control, the Group regularly sprays water on unpaved roads and exposed or loose soils surfaces to suppress dust emissions. Vehicles would also go through wheel washing facilities before leaving the sites to remove any dusty materials.

During the Year 2019, air emissions for nitrogen oxides (“NO_x”), sulphur oxides (“SO_x”) and particulate matter (“PM”) were mainly generated from the combustion sources of motor vehicles of the Group. The table below shows the key environmental performance indicators of different types of air emissions emitted by the Group’s operation during the Year 2019.

在施工過程中，機械及移動式發電機使用的燃料會產生氣體排放。根據《空氣污染管制(非道路移動機械)(排放)規例》，使用受規管機械及非道路車輛須取得環境保護署的批准。為減少氣體排放，本集團的所有柴油驅動建築設備均使用超低硫柴油，並在必要時設置屏障以降低廢氣廢煙對公眾的影響。

粉塵管理方面，本集團定期向未鋪路面的道路及暴露或鬆散的土壤表面噴水，以減少粉塵排放。車輛在離開工地前須先通過洗輪設施，以去除任何易生塵埃的物料。

於2019年度，氮氧化物(「氮氧化物」)、硫氧化物(「硫氧化物」)及懸浮粒子(「懸浮粒子」)的廢氣排放主要來源於本集團車輛的燃燒源。下表列示2019年度本集團營運所排放的各種廢氣排放的關鍵環境績效指標。

Air emissions ⁽¹⁾	廢氣排放 ⁽¹⁾	Unit 單位	Year 2019 2019年度	Year 2018 2018年度
NO _x emissions	氮氧化物排放	kg 千克	6.06 ⁽²⁾	— ⁽³⁾
SO _x emissions	硫氧化物排放	kg 千克	0.39	0.29
PM emissions	懸浮粒子排放	kg 千克	0.45 ⁽²⁾	— ⁽³⁾

Note:

- Petrol data for the calculation of NO_x emissions, SO_x emissions and PM emissions cover all the vehicles consumption for all sites of the Group in Hong Kong.
- No record of travelling distance for 8 out of 13 private cars is maintained by the Hong Kong Office and PRC Offices in Year 2019. Hence, no figure of NO_x emissions and PM emissions of relevant private cars are disclosed.
- No record of travelling distance for all private cars is maintained by the Hong Kong Office in Year 2018. Hence, no figure of NO_x emissions and PM emissions are disclosed.

附註：

- 用於計算氮氧化物排放、硫氧化物排放及懸浮粒子排放的汽油數據涵蓋本集團於香港所有工地的所有車輛消耗。
- 香港辦事處及中國辦事處於2019年度並無保留13輛私家車其中8輛的行駛距離記錄。因此，並無披露相關私家車的氮氧化物排放及懸浮粒子排放數據。
- 香港辦事處於2018年度並無保留所有私家車的行駛距離記錄。因此，並無披露氮氧化物排放及懸浮粒子排放數據。

Environmental, Social and Governance Report

環境、社會及管治報告

Greenhouse gas ("GHG") emissions refer to the sum of carbon dioxide ("CO₂") emissions and the CO₂ equivalent emissions of methane ("CH₄") and nitrous oxide ("N₂O"). GHG emissions are categorised into direct emissions and indirect emissions.

溫室氣體(「溫室氣體」)排放量指二氧化碳(「二氧化碳」)排放量及甲烷(「甲烷」)和氧化亞氮(「氧化亞氮」)的二氧化碳當量排放量的總和。溫室氣體排放分為直接排放及間接排放。

The main sources of direct GHG emissions from operations are the use of motor vehicles owned or controlled by the Group. The main sources of indirect GHG emissions from operations are the use of purchased electricity, paper waste disposed at landfills, electricity used for processing fresh water by government departments.

營運所產生的直接溫室氣體排放主要來源為使用本集團擁有或管有的車輛。營運所產生的間接溫室氣體排放主要來源為使用外購電力、堆填區處理的廢紙及政府部門處理淡水所用電力。

The table below shows the key environmental performance indicators of GHG emissions emitted by the Group's operation during the Year 2019.

下表顯示2019年度本集團營運所產生溫室氣體排放的關鍵環境績效指標。

GHG emissions ⁽¹⁾	溫室氣體排放量 ⁽¹⁾	Unit 單位	Year 2019 2019年度	Year 2018 2018年度
Total GHG emissions	溫室氣體總排放量	kg CO ₂ e 千克二氧化碳當量	1,135,692	1,090,511
GHG emissions intensity (per employee)	溫室氣體排放量 密度(每名僱員)	kg CO ₂ e 千克二氧化碳當量	8,736	6,816
Direct emissions due to combustion of fuels in mobile sources (Scope 1)	移動來源的燃料燃燒 產生的直接排放 (範疇1)	kg CO ₂ e 千克二氧化碳當量	991,446	853,540
Indirect emissions due to consumption of purchased electricity (Scope 2)	消耗外購電力產生的 間接排放(範疇2)	kg CO ₂ e 千克二氧化碳當量	133,570	234,882
Other indirect emissions due to paper waste disposed at landfills, electricity used for processing fresh water (Scope 3)	堆填區處理棄紙及處 理淡水所用電力產 生的其他間接排放 (範疇3)	kg CO ₂ e 千克二氧化碳當量	10,676	3,089

Note 1: Diesel and petrol data cover all the vehicle and machinery consumption for all sites of the Group in Hong Kong.

附註1：柴油及汽油數據涵蓋本集團在香港的所有工地的所有汽車及機械消耗量。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group takes proactive measures for environmental protection, and manage waste on site through the proper collection, storage, transportation, disposal and treatment of wastes. To meet the waste reduction goals, the Group formulates Waste Management Plans for projects with clear guidance on the handling of different kinds of waste. In addition, the Group takes measures to reduce waste generation at source and systematically sort the wastes, followed by the recovery of any reusable or recyclable parts such as metal parts from temporary works, as well as paper packaging from general refuse. To encourage recycling of waste, recycling bins at construction sites are also provided.

The Group sends waste to construction waste sorting facilities and public fill so more construction and demolition (C&D) wastes can be recovered as far as possible. The Group designates storage locations for chemical wastes such as used lubricated oil, diesel and residual paint during site planning. The safety officers would perform regular inspections to ensure proper storage. The collected chemical wastes are properly disposed of by a qualified licensed chemical waste collector.

Moreover, the Group promotes switching off lighting and air-conditioning one hour during lunchtime and using timer to control on/off for office electrical appliance to reduce energy consumption starting from 2020.

The table below shows the key environmental performance indicators of waste produced by the Group's operation during the Year 2019.

本集團採取積極措施保護環境及管理工地廢棄物，方法包括妥善收集、儲存、運輸、處置及處理廢棄物。為達到減廢目標，本集團為項目制訂廢物管理計劃，提供如何處理不同類型的廢棄物的明確指引。此外，本集團採取措施從源頭減廢及將廢棄物有系統分類，並回收任何可再用或可循環回收的零件，例如從臨時工程回收的金屬零件，以及來自一般垃圾的紙質包裝。為鼓勵循環回收廢棄物，我們亦於建築工地提供循環回收箱。

本集團將廢料運送至建築廢料分類設施及公眾填土區，盡可能回收拆建廢料。本集團於規劃工地時會指定使用過的潤滑油、柴油及餘漆等化學廢物的儲存地點。安全人員會進行定期檢查確保儲存得宜。經收集的化學廢物由合資格持牌化學廢物收集商妥善處置。

此外，本集團自2020年起提倡於午膳時間將照明燈具及空調關閉一小時，並利用計時器控制辦公室電器的開關掣，以減低能源耗量。

下表顯示2019年度本集團營運所產生廢棄物的關鍵環境績效指標。

Waste	廢棄物	Unit 單位	Year 2019 2019年度	Year 2018 2018年度
Total non-hazardous waste produced	所產生無害廢棄物總量	tonnes 噸	15,851	5,018
Non-hazardous waste produced intensity (per employee)	所產生無害廢棄物密度 (每名僱員)	tonnes 噸	122	31
Total hazardous waste produced	所產生有害廢棄物總量	tonnes 噸	N/A 不適用	N/A 不適用
Hazardous waste produced intensity (per employee)	所產生有害廢棄物密度 (每名僱員)	tonnes 噸	N/A 不適用	N/A 不適用

Environmental, Social and Governance Report

環境、社會及管治報告

The Group recognises that noise emission is one of the great environmental concern matters. The Group strives to strictly adhere to relevant laws and regulations in managing the impact of construction noise on the surrounding environment.

The Group strictly regulates the operation of its business to ensure the compliance with local laws and regulations relating to environmental protection and pollutant emissions. In Year 2019, there was no case of material non-compliance with the Water Pollution Control Ordinance, the Air Pollution Control Ordinance, the Waste Disposal Ordinance, Noise Control Ordinance, Dumping at Sea Ordinance, Environmental Impact Assessment Ordinance and other relevant laws and regulations of Hong Kong relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste and noise that have a significant impact on environment. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in Year 2019.

USE OF RESOURCES

The Group recognises that efficient use of resources is one of the significant aspects to protect environment.

The Group relies on different resources to deliver quality construction work in operations. That includes electricity for the site offices and headquarter, diesel for the machineries and generator sets, petrol for the site vehicles, and water for different processes. The Group strives to conserve resources within the operations. Different resource-saving measures are implemented during the various stages of construction to conserve energy, water, paper and other office supplies. The measures taken range from improvement in equipment efficiency, reuse and recycling of materials, to the behavioural change of the people.

本集團認為噪音排放乃備受關注的環境事宜之一。本集團在管理建築噪音對周圍環境的影響時，致力嚴格遵守相關法律及法規。

本集團嚴格規範其業務營運，以確保遵守有關環境保護及污染物排放的地方法律及法規。於2019年度，本集團並無嚴重違反《水污染管制條例》、《空氣污染管制條例》、《廢物處置條例》、《噪音管制條例》、《海上傾倒物料條例》、《環境影響評估條例》及有關氣體及溫室氣體排放、向水及土地的排放及對環境有重大影響的有害及無害廢棄物以及噪音的香港其他相關法律及法規的情況。此外，於2019年度，並無存在因違反相關法律及法規而導致重大罰款或制裁的報告。

資源使用

本集團認為高效善用資源是保護環境的重要層面之一。

本集團於營運過程中依賴不同資源以交付優質的建築工程，包括工地辦公室及總部的電力、機器及發電機組的柴油、工地汽車的汽油以及各個流程的用水。本集團致力在營運過程中節約資源，並在不同施工階段實施各種節約資源措施，以減省能源、用水、用紙及其他辦公物品。所採取的措施包括提高設備效能、重用及循環回收材料以及改變員工的行為。

Environmental, Social and Governance Report

環境、社會及管治報告

To conserve resources, the Group continuously implements various measures including:

- converting and retrofitting construction machines to fit into different construction sites;
- reusing timber and concreting formboards in construction sites where possible and recycling materials like metal parts, plastics and paper packaging; and
- reusing treated construction wastewater for water spraying and wheel washing when possible.

The Group also implements green office practices at Hong Kong Office and PRC Offices with examples like:

- replacing T5 light tubes with LED lights;
- selecting computers with “Energy Star” logo;
- encouraging employees to turn off or unplug any electrical appliances that are not in use, such as light, computer or chargers; and
- encouraging duplex printing in offices.



Energy saving signs remind staff members to turn off the lights after using in order to promote energy conservation.
張貼節能標誌提醒員工用後關燈以推動節能。

為保育資源，本集團持續實施多項措施，包括：

- 改造及改裝建築機械，以配合不同建築工地；
- 盡可能於建築工地重用木材及灌漿模板，循環回收金屬零件、塑膠及紙質包裝等材料；及
- 盡可能重用經處理的建築廢水，如用於灑水及洗輪。

我們亦於香港辦事處及中國辦事處實施綠色辦公室常規，例如：

- 將T5光管更換為LED燈；
- 選用具有「能源之星」標誌的電腦；
- 鼓勵僱員將無需使用的電器（例如照明、電腦或充電器）關掉或拔除電源；及
- 鼓勵辦公室人員雙面打印。



Notice of Printing and photocopying control for paper saving.
張貼列印及影印管制通知以節約用紙。

Environmental, Social and Governance Report

環境、社會及管治報告

The below table shows the key environmental performance indicators of the Group's use of resources during the Year 2019.

下表顯示2019年度本集團資源使用的關鍵環境績效指標。

Total use of resources	資源使用總量	Unit 單位	Year 2019 2019年度	Year 2018 2018年度
Electricity purchases for consumption	外購電力消耗量	kWh 千瓦時	230,552	438,534
Electricity consumption intensity (per employee)	電力消耗量密度 (每名僱員)	kWh 千瓦時	1,773	2,741
Amount of water consumption	耗水量	m ³ 立方米	1,394	5,503
Water consumption intensity (per employee)	耗水密度(每名僱員)	m ³ 立方米	10.72	34.39
Total packaging material used for finished products ¹	製成品所用包裝材料 總量 ¹	kg 千克	N/A 不適用	N/A 不適用
Amount of packaging material per unit produced ¹	每生產單位的包裝材料 用量 ¹	kg 千克	N/A 不適用	N/A 不適用

Note:

- The packaging material used for products or services provided by the Group is minimal and hence no relevant data is disclosed.

附註：

- 本集團提供的產品或服務所用包裝材料極少，故並無披露相關數據。

THE ENVIRONMENT AND NATURAL RESOURCES

The Group understands that its performance in respect of emissions, waste produced, and use of resources impacts the environment, the Group endeavours to minimise such impacts, and communicate the Group's environmental policy, measures, performance, and achievements to the stakeholders.

The Group is committed to reducing the operation impacts on environment and natural resources. Series of guidelines are issued to the workforce (in-house workforce as well as sub-contractors) on air pollution, water pollution, noise control and waste management at works.

環境及天然資源

本集團清楚其在排放物、所產生廢棄物及資源使用方面的表現會對環境構成影響，故本集團致力將有關影響減至最低，並向權益人傳達本集團的環境政策、措施、表現及成就。

本集團致力降低營運對環境及天然資源的影響。我們已向僱員(內部僱員及分包商)發佈有關工程的空氣污染、水污染、噪音管制及廢棄物管理的一系列工作指引。

Environmental, Social and Governance Report

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES

The Group recognises the significance of talent management in achieving long-term business growth. In managing the talents, the Group upholds the principles of fairness and market competitiveness, as well as rewards on high performances.

The Group is an equal opportunity employer and oppose any form of discrimination in the hiring process. Employment opportunities and treatment of employees are not affected by personal attributes like race, religion, nationality, age or gender. The Group also strictly prohibits any act of sexual harassment.

The Group provides competitive remuneration packages to staff. Employees who have completed the probation period are entitled to medical insurance as well as bonuses and allowances. The Group has set reasonable working hours, rest periods, and different types of leave including annual, maternity and examination leave, to further cater to the personal needs of employees. In addition to the basic benefits, the Group also provides meals to workers at the construction sites.

The Group conducts annual remuneration review of employees based on their performance. As per the policy on promotion, the Group prioritises internal promotion and would only seek to hire through open recruitment when internal promotion is not suitable.

All human resources policies are communicated through the employee handbook and other communication channels such as bulletin postings or emails, to ensure all staff members are well aware of their rights and responsibilities.

僱傭及勞工常規

本集團肯定人才管理對我們的長期業務增長具有重要意義。在管理人才時，本集團信奉公平及市場競爭的原則，並會論功行賞。

本集團乃平等機會僱主，在招聘過程中反對任何形式的歧視。種族、宗教、國籍、年齡或性別等個人特質不會影響受僱機會及僱員待遇。本集團亦嚴禁任何性騷擾行為。

本集團向員工提供具競爭力的薪酬待遇。通過試用期的僱員可享醫療保險以及花紅及津貼。本集團已制訂合理的工作時數、假期及不同類型的休假，包括年假、產假及考試假，進一步滿足僱員的個人需要。除基本福利外，本集團亦向建築工地的工人提供餐膳。

本集團每年按僱員表現檢討僱員薪酬。按照我們的晉升政策，本集團優先考慮內部升遷，在未有合適內部人選時方會公開招聘。

所有人力資源政策透過僱員手冊及其他通訊渠道（例如佈告或電郵）傳達，以確保全體員工盡悉其權利及責任。

Environmental, Social and Governance Report

環境、社會及管治報告

The workforce compositions of the Hong Kong Office and PRC Offices as of 31 December 2019 are stated as follows:

於2019年12月31日，香港辦事處及中國辦事處的僱員組合載列如下：

Employee Statistics	僱員統計數字	Year 2019 2019年度	Year 2018 ⁽¹⁾ 2018年度 ⁽¹⁾
Total number of staff in head offices	總辦事處員工總數	53	54
Categorised by gender:	按性別劃分：		
– Male	– 男性	35	40
– Female	– 女性	18	14
Categorised by age:	按年齡劃分：		
– Aged under 30	– 30歲以下	8	5
– Aged 30-50	– 30至50歲	34	38
– Aged over 50	– 50歲以上	11	11
Turnover rate	流失比率	42%	19%

Note 1: The figure of Year 2018 is not included the employees of PRC Offices.

附註1：2018年度數字並無計入中國辦事處僱員。

During Year 2019, the Group was not aware of any material non-compliance with the Employment Ordinance for Hong Kong Office and construction sites in Hong Kong and Labour Law of the PRC for PRC Offices relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, as well as other benefits and welfare.

於2019年度，本集團並無發現嚴重違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利方面的《僱傭條例》(香港辦事處及香港建築工地)及中國《勞動法》(中國辦事處)的情況。

HEALTH AND SAFETY

健康與安全

As the Group is primarily involved in construction activities, occupational health and safety is one of the top priorities. The Group has a Safety, Health and Environment policy in place to ensure good health and safety of employees.

由於本集團主要參與建築活動，職業健康與安全乃最優先的關注點之一。本集團設有安全、健康及環境政策，以確保僱員的健康及安全。

The Group has designated person in charge of safety issues to better manage health and safety issues. Safety officers will regularly review and check for updates of the relevant laws, and make regular inspections to ensure safety. Besides regular inspections, the Group also provides monthly industry safety training and occupational risk assessments to increase employees' awareness and reduce the chance of work accidents.

本集團已指派人員負責安全事務，更好地管理健康及安全事宜。安全人員將定期檢討及檢查相關法律的最新資訊，並定期視察以保安全。除定期視察外，本集團亦提供每月工業安全培訓及職業風險評估，以增強僱員的意識及減低發生工業意外的機會。

Environmental, Social and Governance Report

環境、社會及管治報告

Depending on the nature of their work, workers are required to wear appropriate personal protective equipment. No workers are allowed to operate machineries or perform high-risk tasks such as working in confined space or working with electrical appliances without strict supervision and approval of supervisors.

The Group has informed workers about planned escape routes in case of emergencies and have provided proper signage and instruction for caution areas in the workplace. When employees identify potential health and safety risks, they are required to escalate the issues to management for follow-up actions.

During the Year 2019, there was one case of work-related injuries at the construction site in Hong Kong. In response to the accident, the Group has taken appropriate remedial action including training on construction safety for the workers and putting up more safety posters and instructions at the different areas of the site.

工人須因應工作性質穿着合適的個人保護設備。在未有監督人員嚴格監督及批准的情況下，工人不得操作機械或進行高風險作業，例如密閉空間工作或操作電器。

本集團已告知工人發生緊急情況時的計劃逃生路線，並於工作場所展示有關注意事項的適當標示及指示。當僱員發現潛在健康與安全風險時，彼等須向管理人員上報有關事項，以作跟進。

於2019年度內，香港的建築工地曾發生一宗工傷事件。本集團已採取適當的補救行動處理意外，包括為工人提供建築安全培訓，並於工地不同區域張貼更多安全海報及指示。

Work-related injuries	工傷	Year 2019 2019年度	Year 2018 2018年度
Cases of work-related fatalities	因工作關係而死亡的事故	0	0
Cases of work-related injuries	因工作關係而受傷的事故	1	3
Lost-days due to work-related injuries	因工傷損失工作日數	57	346

The Group adheres to relevant health and safety laws, such as Factories and Industrial Undertakings (Safety Officers and Safety Supervisors) Regulations, Occupational Safety and Health Ordinance of Hong Kong, Law of the PRC on Prevention and Control of Occupational Diseases and Work-Related Injury Insurance Regulation of the PRC. During the Year 2019, the Group was not aware of any material non-compliance with laws and regulations regarding occupational health and safety.

本集團遵守相關健康及安全法律，例如工廠及工業經營(安全主任及安全督導員)規例、香港《職業安全及健康條例》、中國《職業病防治法》及中國《工傷保險條例》。於2019年度，本集團並無發現有關職業健康與安全的法律及法規方面有任何重大不合規情況。

Environmental, Social and Governance Report

環境、社會及管治報告

DEVELOPMENT AND TRAINING

As employee's capabilities can drive the long-term development of the Group, the Group seeks to enhance their skills by providing them with various training opportunities. The Group has a Training Policy that is focused on imparting training and qualifications to the management, aiming at:

- corporate governance & ESG update;
- commercial fraud investigation; and
- ISO training.

Employee training could be in forms of in-class learning, E-learning, seminars and coaching. Staff members taking part in external training are also encouraged to share their learning with other colleagues. When necessary, employees taking part in professional examinations are granted paid leaves as well. Under the current policy, the major training topics include:

- regulatory compliance (e.g. relevant Listing Rules, Corporate Governance Code, the Securities and Futures Ordinance and other applicable rules and regulations in Hong Kong and overseas);
- anti-money laundering and counter terrorist financing;
- environmental, health and safety regulations; and
- relevant rules/regulations in the construction industry.

發展及培訓

僱員的能力有助推動本集團的長期發展，因此本集團向僱員提供不同培訓機會，藉此提升彼等的技能。本集團設有培訓政策，重點向管理層傳授訓練及資格，旨在：

- 企業管治以及環境、社會及管治更新資訊；
- 商業欺詐調查；及
- ISO培訓。

僱員培訓的形式可包括課堂培訓、電子學習、研討會及輔導。我們亦鼓勵參與外部培訓的員工與其他同事分享學習內容。如有必要，參與專業考試的僱員會獲得有薪假。根據現行政策，主要培訓議題包括：

- 監管合規(例如相關《上市規則》、《企業管治守則》、《證券及期貨條例》以及香港及海外的其他適用規則及法規)；
- 反洗黑錢及打擊恐怖分子資金籌集；
- 環境、健康及安全法規；及
- 建造業的相關規則／法規。

Environmental, Social and Governance Report

環境、社會及管治報告

LABOUR STANDARDS

Use of forced and child labour is strictly prohibited by the Group. The Group adheres to all relevant regulations and laws to safeguard the rights of the employees and does not tolerate labour exploitation.

All relevant laws, such as the Employment Ordinance of Hong Kong, Labour Law of the PRC, the Provisions on the Prohibition of Using Child Labour of the PRC and the relevant laws and regulations relating to preventing child or forced labour are regularly reviewed to ensure the compliance of the labour practices by the Hong Kong Office, PRC Offices and construction sites in Hong Kong. During the recruitment process, the Group verifies the applicant's age and the practice is extended to the supplier selection process as well. Any non-compliance will be escalated to the director for further investigation and handling.

During the Year 2019, the Group was not aware of any material non-compliance with laws and regulations regarding child labour and forced labour.

SUPPLY CHAIN MANAGEMENT

In the construction projects, the Group works with different subcontractors and suppliers. Therefore, supply chain management is important to the Group's provision of quality construction work.

The Group has in place well-established procedures to select and monitor subcontractors and supplier partners. The Group's procedures in selecting suppliers for projects are well-documented in the Selection of Subcontractor and Supplier policy, which requires careful assessment of suppliers based on criteria such as reputation, capability, work quality, experience and other relevant factors.

During the projects, the Group continues to monitor supplier performance and adopt adequate control measures to ensure that the purchased products conform to project specifications. Beyond quality and legal compliance, the Group expects the subcontractors to adopt fair labour practices and demonstrate environmental stewardship. The requirements for suppliers are communicated in the Supplier Code of Conduct, and the Group evaluates supplier performance through site visits to confirm their compliance with the code. Only those who pass the evaluation would stay on the Approved Subcontractors/Suppliers List, and severe non-compliance may ultimately lead to cease of collaboration.

勞工準則

本集團嚴禁使用強制勞工及童工。本集團遵守所有相關法規及法律，保障僱員權利，不會容忍勞工被剝削。

本集團定期審閱所有相關法律（例如香港《僱傭條例》、中國《勞動法》、中國《禁止使用童工規定》以及有關防止童工或強制勞工的相關法律及法規，以確保於香港辦事處、中國辦事處及香港建築工地得以遵守勞工常規。於招聘過程中，本集團會核實申請者的年齡，有關常規亦適用於供應商甄選流程。任何不合規的情況均會上報董事作進一步調查及處理。

於2019年度，本集團並無發現有關童工及強制勞工的法律及法規方面的任何重大不合規情況。

供應鏈管理

本集團在旗下的建築項目中與不同分包商及供應商合作。因此，供應鏈管理對本集團提供優質建築工程至關重要。

本集團設有健全的程序甄選及監察分包商及供應商夥伴。本集團甄選項目供應商的程序詳載於甄選分包商及供應商政策，規定根據聲譽、能力、工作質素、經驗及其他相關因素等標準審慎評估供應商。

於各項目過程中，本集團持續監察供應商表現，並採取足夠控制措施，確保所購買的產品符合項目規格。除符合質量及法律規定外，本集團預期分包商採納公平的勞工常規，克盡環境責任。本集團對供應商的要求載於供應商行為守則，並會實地考察評估供應商的表現確保符合守則。只有通過評估的供應商方可繼續名列我們的許可分包商／供應商名單，嚴重不合規的情況可能會最終導致合作終止。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group also has a separate Procedure for Selection of External Professional Parties, which provides guidance on appointing external professional advisers based on factors such as quality and independence.

PRODUCT RESPONSIBILITY

It is the goal to improve the quality of life in society and build for a better environment. To achieve this goal, the Group strives to deliver high-quality, safe construction services to the clients.

To ensure the delivery of high-quality services consistently, the Group has established and implemented an ISO 9001:2015 certified quality management system. It provides reliable assurance of the contracted services and works and fulfils the following criteria:

- meeting customer expectations and relevant regulatory requirements;
- satisfying customers through continuous improvement of products and services; and
- fulfilling contract requirements with quality management as the top priority.

During the Year 2019, the Group is not aware of any non-compliance with Personal Data (Privacy) Ordinance of Hong Kong, Trade Description Ordinance of Hong Kong and the relevant laws and regulations in Hong Kong and the PRC relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and method of redress.

本集團亦設有獨立的外部專業人士甄選程序，就根據質素及獨立性等因素委任外部專業顧問提供指引。

產品責任

我們的目標乃提升社會生活質素和構建更美好的環境。為實現目標，本集團力求向客戶交付高質素、安全的建築服務。

為確保貫徹交付高質素的服務，本集團已建立及實施獲得ISO 9001：2015認證的質量管理系統，對交付合約服務及工程提供可靠保證，且符合以下標準：

- 符合客戶預期及相關監管規定；
- 透過持續改善產品及服務滿足客戶；及
- 以優質管理達成合約要求乃我們的首要任務。

於2019年度，本集團並無發現嚴重違反香港《個人資料(私隱)條例》、香港《商品說明條例》及與所提供產品及服務相關的健康與安全、宣傳、標籤及私隱事宜以及補救方法所涉的香港及中國法律及法規。

Environmental, Social and Governance Report

環境、社會及管治報告

ANTI-CORRUPTION

Employees at all levels are required to conduct themselves with integrity, impartiality and honesty. The Group strictly adheres to the Prevention of Bribery Ordinance of Hong Kong. In addition, the Group has in place an Anti-bribery and Corruption Policy, which provides a clear definition of bribery and corruption acts, and documents the internal control and escalation procedures in handling suspected cases.

As a supplement to the Anti-bribery and Corruption Policy, the Staff Discipline Policy provides guidance on employees' behaviour, including the acceptance of gifts and conflict of interests, to further enhance the awareness of employees. The above policies ensure that employees across levels adhere to anti-bribery laws and follow the best practices in combating corruption in all business operations of the Group.

The Group also seeks to promote awareness of the employees through anti-corruption training. During the Year 2019, the colleagues attended anti-money laundering training, which covered topics including updates on regulatory changes, banking requirements and the detection of money laundering.

The staff members are encouraged to report suspected corruption cases. The Group has a Whistle-blowing Policy that protects the whistle-blower from possible retaliation while discouraging malicious allegations made in bad faith through established mechanisms. Under the policy, the whistle-blower's identity is protected and retaliation is not permissible against him or her. The Group will investigate the reported incidents thoroughly and will take disciplinary actions against any misconduct. In addition, the Group shall report suspected corruption cases to the Independent Commission Against Corruption of Hong Kong.

反貪污

各級別的僱員必須誠實守信、公正不阿。本集團嚴格遵守香港《防止賄賂條例》。此外，本集團已制定反賄賂及貪污政策，明確界定賄賂及貪污行為，並訂明處理可疑案件的內部控制及上報程序。

為補充反賄賂及貪污政策，員工紀律政策為包括收受餽贈及利益衝突等僱員行為提供指引，以進一步提高僱員意識。上述政策確保各級別的僱員均遵守反賄賂法律，並依從最佳常規打擊本集團所有業務運作中的貪污行為。

本集團亦透過反貪污培訓力求提高僱員意識。於2019年度，我們的同事已出席反洗黑錢培訓，涵蓋議題包括監管改動、銀行規定及偵查洗黑錢的最新資訊。

我們鼓勵員工匯報可疑貪污案件。本集團已制定舉報政策，保護舉報人免受潛在報復之餘，同時具有完善機制防止虛假的惡意指稱。根據政策，舉報人的身份會受到保護，不得對舉報人進行報復。本集團接報後會徹底調查事件，並對任何不當行為採取紀律行動。此外，本集團將向香港廉政公署報告可疑貪污案件。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group strictly regulates the operation of its business to ensure compliance with national and local laws and regulations relating to anti-corruption during the course of operation. In the Year 2019, there was no case of any material non-compliance with the Prevention of Bribery Ordinance of Hong Kong, the Anti-Unfair Competition Law of the PRC and the relevant laws and regulations relating to bribery, extortion, fraud and money laundering that have a significant impact. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2019.

COMMUNITY INVESTMENT

The Group sincerely believes that growth is closely tied to the surrounding community and the environment. In order to raise the awareness of climate change and energy saving, the Group participated in “Earth Hour 2020” held by World Wide Fund for Nature Hong Kong (WWF), by switching off non-essential lights and electronic appliances, as the step against climate change and for energy saving.

FEEDBACK

The Group will continue to adopt measures for the benefit of ESG in its operations. Stakeholders’ feedback is valuable and can help the Group to improve its operational, environmental, social and governance policies and procedures. Please feel free to share your feedback on the performance via any of the following channels:

Address: Room Nos. 808-814, 8th Floor, Sun Hung Kai Centre,
30 Harbour Road, Wanchai, Hong Kong
Email: info@ctvision994.com

本集團嚴格規管其業務的營運，確保於營運過程中遵守有關反貪污的國家及地方法律及法規。於2019年度，概無嚴重違反香港《防止賄賂條例》、中國《反不正當競爭法》及構成重大影響的賄賂、勒索、欺詐和洗黑錢有關的相關法律及法規。此外，概無於2019年度因違反相關法律及法規而招致重大罰款或制裁的報告。

社區投資

本集團堅信我們的成長與鄰近社區及環境息息相關。為提高對氣候變化及節能的認識，本集團已參加由世界自然基金會香港分會舉辦的「地球一小時2020」，通過關掉不必要的電燈及電子設備，作為對抗氣候變化及節能的對策。

意見反饋

本集團將繼續在其業務營運中採取各項有利於環境、社會及管治的措施。權益人的意見反饋對我們十分寶貴，並可幫助本集團改善其營運、環境、社會及管治政策及程序。歡迎閣下循以下渠道與我們分享閣下對我們表現的意見：

地址：香港灣仔港灣道30號
新鴻基中心8樓808-814室
電郵：info@ctvision994.com

Independent Auditor's Report 獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF CT VISION (INTERNATIONAL) HOLDINGS LIMITED (FORMERLY KNOWN AS WIN WIN WAY CONSTRUCTION HOLDINGS LTD.)

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of CT Vision (International) Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 77 to 199, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致

中天宏信(國際)控股有限公司
(前身為恆誠建築控股有限公司)股東

(於開曼群島註冊成立的有限公司)

意見

本行(以下簡稱「我們」)已審計列載於第77至199頁中天宏信(國際)控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，當中包括於2019年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於2019年12月31日的綜合財務狀況，以及其於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」一節作進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「守則」)。我們獨立於 貴集團，並已按照守則履行其他道德責任。我們相信所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter 關鍵審計事項

Revenue from construction contracts for foundation works and ancillary services and general building works
來自地基工程及配套服務以及
一般建築工程之建築合約收益

The Group recognised revenue from the provision of foundation works and ancillary services and general building works in Hong Kong totaling HK\$207,291,000 for the year ended 31 December 2019.

截至2019年12月31日止年度，貴集團自於香港提供地基工程及配套服務以及一般建築工程確認收益合共207,291,000港元。

We identified the revenue recognition from these construction contracts as a key audit matter as it is significant to the consolidated statement of profit or loss and other comprehensive income and management's judgment is involved in measuring the stage of completion of construction works completed during the year. Construction works may take several years to complete. Management estimates the revenue by assessing the progress of construction works. As disclosed in note 4 to the consolidated financial statements, the management's estimate of revenue and the completion status of construction works requires significant judgment and has a significant impact on the amount and timing of revenue recognised.

我們將該等建築合約的收益確認識別為關鍵審計事項，因其對綜合損益及其他全面收益表而言屬重大，而計量於年內完成的建築工程的完成情況涉及管理層的判斷。建築工程竣工需時可達數年。管理層會評估建築工程進度預估收益。誠如綜合財務報表附註4所披露，管理層對收益的估計及建築工程的完工狀況需要作出重大判斷，並對確認收益的金額及時間具有重大影響。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，被視為對我們審計本期間的綜合財務報表最為重要的事項。該等事項已在我們審計整份綜合財務報表及出具意見時處理，而我們不會就該等事項單獨提供意見。

How our audit addressed the key audit matter 我們於審計時如何處理關鍵審計事項

Our procedures in relation to the recognition of revenue from construction contracts included:
與確認建築合約收益有關的程序包括：

- Obtaining an understanding of the key controls over the revenue recognition and determination of the completion status of construction works;
了解有關收入確認及確定建築工程完成狀況的主要控制；
- Obtaining an understanding from the project managers of the status of completion of the construction projects during the year on a sample basis;
向項目經理了解抽樣工程項目於年內的完成情況；
- Conducting site visits, on a sample basis, to observe the progress of individual contracts; and
抽樣進行實地視察，以觀察個別合約的進度；及
- Assessing the management's estimate of revenue from construction works, by checking to the Group's latest internal construction progress reports on a sample basis to verify the value of construction works completed and comparing these to the latest certificates issued by the surveyors appointed by the customers.
通過抽樣檢查貴集團最新內部建築進展報告以核實完成建築工程的價值及將其與由客戶指定的測量師發出的最新證明書作比較，以評估管理層對建築工程收益的估算。

Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter 關鍵審計事項

Recoverability of amounts due from Customer A 應收客戶A款項的可收回程度

We identified the recoverability of amounts due from Customer A to be a key audit matter as the aggregate amount Customer A owes to the Group is significant and the involvement of subjective judgment and management estimates in evaluating the expected credit loss ("ECL").

我們將應收客戶A款項的可收回程度識別為關鍵審計事項，原因是客戶A結欠 貴集團的總金額重大且於評估預期信貸虧損（「預期信貸虧損」）時涉及主觀判斷與管理層估計。

As disclosed in note 27(b), the Group has assessed the ECL on the trade receivables due from Customer A of HK\$169,598,000, contract assets in relation to a contract with Customer A of HK\$18,299,000 and other receivables related to the Group's payment on behalf of Customer A for certain expenses of HK\$5,448,000. Customer A is the Group's customer in relation to a construction project (the "Project"). Most of the trade receivables due from Customer A have been overdue for over 260 days. During the year ended 31 December 2019, management has been in active discussion with Customer A to recover the debt due to the Group.

誠如附註27(b)所披露，貴集團已就應收客戶A的貿易應收款項169,598,000港元、有關客戶A合約的合約資產18,299,000港元及有關 貴集團代客戶A支付若干開支5,448,000港元的其他應收款項評估預期信貸虧損。貴集團的客戶客戶A與一項建築項目（「該項目」）有關。應收客戶A的大部分貿易應收款項已逾期超過260天。於截至2019年12月31日止年度，管理層一直積極與客戶A討論以收回應付 貴集團的債務。

During the year ended 31 December 2019, the Group has recognised impairment loss under ECL of HK\$83,447,000 on the amounts due from Customer A.

截至2019年12月31日止年度，貴集團根據預期信貸虧損就應收客戶A的款項確認83,447,000港元的減值虧損。

關鍵審計事項(續)

How our audit addressed the key audit matter 我們於審計時如何處理關鍵審計事項

Our audit procedures to assess the recoverability of amounts due from Customer A included the following:

我們就評定應收客戶A款項的可收回程度所進行的審計程序包括以下各項：

- Understanding management's assessment of the recoverability of the trade receivables, contract assets and other receivables; 了解管理層對貿易應收款項、合約資產及其他應收款項可收回程度的評估；
- Interviewing a director of Customer A to understand its ability to repay the amounts; 與客戶A的董事進行面談，以了解其償還款項的能力；
- Conducting site visit of the Project to understand the Project status from site personnel; 對該項目進行實地視察，以向現場人員了解項目狀況；
- Challenging management's basis and judgment in determining the impairment loss under ECL and the loss rate applied with reference to the estimated funding from Customer A's shareholders and the forward-looking information applied by the management of the Group; and 參考來自客戶A的股東之估計資金及 貴集團管理層所應用的前瞻性資料，質疑管理層根據預期信貸虧損及所採用的虧損率釐定減值虧損的基準及判斷；及
- Evaluating the disclosures regarding the impairment assessment of the trade receivables, contract assets and other receivables relating to Customer A in notes 4 and 27(b) to the consolidated financial statements. 評估於綜合財務報表附註4及27(b)有關客戶A的貿易應收款項、合約資產及其他應收款項之減值評估披露資料。

Independent Auditor's Report

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2018 were audited by another auditor who expressed an unmodified opinion on these statements on 29 March 2019.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他事項

貴集團截至2018年12月31日止年度的綜合財務報表由另一核數師審計，該核數師於2019年3月29日就該等報表發表無保留意見。

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及我們就其發出的核數師報告。

我們就綜合財務報表發出的意見並不涵蓋其他資料，我們亦不對該等資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是細閱其他資料，並在過程中考慮其他資料與綜合財務報表或我們於審計過程中所了解的情況是否有重大抵觸，或似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告有關事實。就此而言，我們並無任何事項需要報告。

董事及管治層就綜合財務報表承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製真實而中肯的綜合財務報表，以及落實董事認為屬必要的內部控制，以使所編製的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估貴集團繼續以持續基準經營的能力，並在適用情況下披露與以持續基準經營有關的事項，以及使用持續經營的會計基礎，惟董事有意將貴集團清盤或停止經營，或除此以外別無其他實際的替代方案則除外。

管治層負責監督貴集團財務報告流程。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們的協定受聘條款向閣下整體發出載有我們意見的核數師報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計總能發現已存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期有關錯誤陳述（個別或共同）會影響使用者根據該等綜合財務報表所作出的經濟決定，則有關錯誤陳述被視為重大。

在根據《香港審計準則》進行審計的過程中，我們會作出專業判斷，並保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、失實陳述，或凌駕內部控制，因此，未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計有關的內部控制，以設計適用於有關情況的審計程序，但並非旨在對貴集團內部控制的成效發表意見。
- 評估董事所採用的會計政策是否恰當，以及董事所作出的會計估計及相關披露是否合理。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔的責任(續)

- 就董事採用持續經營會計基礎是否恰當作出結論，並根據已獲取的審計憑證，對貴集團繼續以持續基準經營的能力可能構成重大疑問的事件或情況是否存在相關重大不確定因素作出結論。倘我們的結論為存在重大不確定因素，則我們需要於核數師報告中提請垂注綜合財務報表內的相關披露事項，或倘有關披露不足，則我們需要發表非無保留意見。我們的結論以直至核數師報告日期所獲得的審計憑證為基礎。然而，貴集團可能因未來事件或情況而不再持續經營。
- 評估綜合財務報表的整體呈列方式、架構及內容(包括披露事項)，以及綜合財務報表是否以達致中肯呈列的方式反映相關交易及事件。
- 就貴集團內各實體或業務活動的財務資料取得充足的合適審計憑證，以就綜合財務報表發表意見。我們為集團審計的方向、監督和執行負責。我們為審計意見承擔全部責任。

我們與管治層就(其中包括)審計工作的計劃範圍、時間安排及重大審計發現(包括我們於審計期間識別的內部監控的任何重大缺陷)進行溝通。

我們亦向管治層提交聲明，說明我們已符合有關獨立性的道德要求，並就所有可能被合理認為影響我們獨立性的所有關係及其他事宜及(如適用)相關防範措施，與彼等進行溝通。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Chu, Johnny Chun Yin.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

13 July 2020

核數師就審計綜合財務報表承擔的責任(續)

從與管治層溝通的事項中，我們釐定對本期間綜合財務報表的審計工作最為重要的事項，而有關事項因而為關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕見的情況下，我們認為由於可合理預期披露此等事項的不良後果將超越公眾知悉此等事項的利益，因而不應於報告中披露，否則我們會於核數師報告中說明此等事項。

出具獨立核數師報告的審計項目合夥人為朱俊賢。

德勤•關黃陳方會計師行
執業會計師
香港

2020年7月13日

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Revenue	收益	5	246,880	610,761
Cost of sales	銷售成本		(222,891)	(531,164)
Gross profit	毛利		23,989	79,597
Other income	其他收入	6	5,712	741
Other gains and losses	其他收益及虧損	7	(397)	1,548
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下的減值虧損，扣除撥回		(88,297)	(1,193)
General and administrative expenses	一般及行政開支		(40,572)	(49,372)
Selling expenses	銷售開支		(4,998)	(5,631)
Finance costs	財務成本	8	(4,805)	(3,821)
(Loss) profit before tax	除稅前(虧損)溢利	9	(109,368)	21,869
Income tax credit (expense)	所得稅抵免(開支)	10	1,230	(4,475)
(Loss) profit for the year	年度(虧損)溢利		(108,138)	17,394
Other comprehensive expense for the year	年度其他全面開支			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的項目：</i>			
Exchange differences arising on translation of foreign operations	換算境外業務所產生的匯兌差額		(228)	(1,084)
Total comprehensive (expense) income for the year	年度全面(開支)收益總額		(108,366)	16,310
(Loss) earnings per share (HK cents)	每股(虧損)盈利(港仙)			
Basic	基本	13	(17.67)	3.07

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	2,413	8,122
Right-of-use assets	使用權資產	15	15,857	–
Other non-current assets	其他非流動資產	16	24,409	–
Goodwill	商譽	17	21,670	21,670
Non-current deposits	非流動按金	19	1,970	545
Deferred tax assets	遞延稅項資產	10	2,044	313
			68,363	30,650
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	19	169,027	145,127
Contract assets	合約資產	20(a)	239,009	356,568
Pledged bank deposits	已抵押銀行存款	21	40,060	50,005
Cash and bank balances	現金及銀行結餘	21	1,283	2,515
			449,379	554,215
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	137,701	119,955
Contract liabilities	合約負債	20(b)	17,000	5,238
Amount due to immediate holding company	應付直接控股公司款項	32(b)	17,847	–
Lease liabilities/obligations under finance leases	租賃負債／融資租賃承擔	23	7,647	3,005
Bank loans	銀行貸款	24	68,629	67,618
Bank overdrafts	銀行透支	24	17,023	13,272
Tax payable	應繳稅項		8,227	7,448
			274,074	216,536

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於2019年12月31日

	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Net current assets	流動資產淨值	175,305	337,679
Total assets less current liabilities	總資產減流動負債	243,668	368,329
Non-current liabilities	非流動負債		
Loans from directors	來自董事的貸款 32(b)	–	20,888
Lease liabilities/obligations under finance leases	租賃負債／融資租賃承擔 23	9,439	4,555
		9,439	25,443
Net assets	資產淨值	234,229	342,886
Capital and reserves	資本及儲備		
Share capital	股本 26	6,120	6,120
Reserves	儲備 26	228,109	336,766
Total equity	權益總額	234,229	342,886

The consolidated financial statements on pages 77 to 199 were approved and authorised for issue by the board of directors on 13 July 2020 and are signed on its behalf by:

第77至199頁的綜合財務報表已由董事會於2020年7月13日批准及授權刊發，並由以下董事代表簽署：

Ho Chun Kit Gregory

何俊傑

DIRECTOR

董事

Guo Jianfeng

郭劍峰

DIRECTOR

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Attributable to owners of the Company					Total
		本公司擁有人應佔					
		Share capital	Share premium	Other reserve	Exchange reserve	Retained profits	
		股本	股份溢價	其他儲備	匯兌儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於2018年1月1日	5,120	85,939	41,656	(10)	111,127	243,832
Profit for the year	年度溢利	-	-	-	-	17,394	17,394
Other comprehensive expense for the year	年度其他全面開支	-	-	-	(1,084)	-	(1,084)
Total comprehensive income for the year	年度全面收益總額	-	-	-	(1,084)	17,394	16,310
Deemed contribution from shareholders for interest-free loans granted to the Group	將授予本集團的免息貸款視作股東注資	-	-	1,444	-	-	1,444
Placing of new shares, net of issuing expenses (note 26(a))	配售新股份，扣除發行開支(附註26(a))	1,000	80,300	-	-	-	81,300
At 31 December 2018	於2018年12月31日	6,120	166,239	43,100	(1,094)	128,521	342,886
Impact on initial application of HKFRS 16 (note 2)	首次應用香港財務報告準則第16號的影響(附註2)	-	-	-	-	(291)	(291)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	6,120	166,239	43,100	(1,094)	128,230	342,595
Loss for the year	年度虧損	-	-	-	-	(108,138)	(108,138)
Other comprehensive expense for the year	年度其他全面開支	-	-	-	(228)	-	(228)
Total comprehensive expense for the year	年度全面開支總額	-	-	-	(228)	(108,138)	(108,366)
At 31 December 2019	於2019年12月31日	6,120	166,239	43,100	(1,322)	20,092	234,229

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
(Loss) profit before tax	除稅前(虧損)溢利	(109,368)	21,869
Adjustments for:	調整：		
Finance costs	財務成本	4,805	3,821
Interest income	利息收入	(637)	(150)
Change in fair value of financial asset at fair value through profit or loss	於損益賬按公平值處理的金融資產的公平值變動	(360)	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,153	3,780
Depreciation of right-of-use assets	使用權資產折舊	6,632	-
Impairment losses of right-of-use assets	使用權資產減值虧損	1,123	-
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下的減值虧損，扣除撥回	88,297	1,193
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	(500)	(1,441)
Operating cash flows before movements in working capital	未計營運資金變動之經營現金流量	(8,855)	29,072
Increase in trade and other receivables	貿易及其他應收款項增加	(89,632)	(45,321)
Increase in prepayment for a life insurance contract	人壽保險合約預付款項增加	(1,393)	-
Decrease (increase) in contract assets	合約資產減少(增加)	95,251	(62,047)
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	17,746	(13,599)
Increase (decrease) in contract liabilities	合約負債增加(減少)	11,762	(6,877)
Cash generated from (used in) operations	經營活動所得(所用)現金	24,879	(98,772)
Income taxes refunded (paid)	已退回(已付)所得稅	278	(843)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	25,157	(99,615)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Payments for rental deposits	租賃按金付款	(1,678)	-
Payment for the investment component of a life insurance contract	人壽保險合約的投資部份付款	(22,656)	-
Purchases of property, plant and equipment	購買物業、廠房及設備	(700)	(418)
Withdrawal of pledged bank deposits	已抵押銀行存款提取	50,005	36,315
Placement of pledged bank deposits	已抵押銀行存款存放	(40,060)	(50,005)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	500	1,585
Interest received	已收利息	637	150
Acquisition of subsidiaries	收購附屬公司	-	(23,740)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(13,952)	(36,113)
FINANCING ACTIVITIES	融資活動		
Advances from immediate holding company	直接控股公司墊款	17,847	-
Repayment of lease liabilities/obligations under finance leases	償還租賃負債／融資租賃承擔	(9,177)	(6,853)
Proceeds from new bank loans	新銀行貸款所得款項	147,826	60,618
Repayments of bank loans	償還銀行貸款	(146,815)	(43,996)
Interest paid on bank loans and overdrafts	已付銀行貸款及透支利息	(3,906)	(3,373)
Interest paid on lease liabilities/obligation under finance leases	已付租賃負債／融資租賃承擔利息	(899)	(448)
(Repayment to) advance from directors	(償還)來自董事的墊款	(20,888)	22,332
Net proceeds from placing of new shares	配售新股份所得款項淨額	-	81,300
Repayment of loans from related parties	償還關聯方的貸款	-	(4,345)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(16,012)	105,235
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(4,807)	(30,493)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日之現金及現金等價物	(10,757)	19,736
Effect of foreign exchange rate changes	外匯匯率變動影響	(176)	-
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於12月31日之現金及現金等價物	(15,740)	(10,757)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, REPRESENTED BY BANK BALANCES AND CASH BANK OVERDRAFTS	於12月31日之現金及現金等價物，以下列各項表示		
	銀行結餘及現金	1,283	2,515
	銀行透支	(17,023)	(13,272)
		(15,740)	(10,757)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

1. GENERAL

CT Vision (International) Holdings Limited (the “Company”) is a public limited company incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company and ultimate holding company was Condover Assets Limited, a private company incorporated in the British Virgin Islands (“BVI”). During the year ended 31 December 2019, CT Vision Investment Limited, a private company incorporated in the BVI, became the immediate holding company and ultimate holding company of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

Pursuant to a special resolution passed on 14 June 2019, the name of the Company has been changed from “Win Win Way Construction Holdings Ltd.” (恆誠建築控股有限公司) to “CT Vision (International) Holdings Limited” (中天宏信(國際)控股有限公司) with effect from 14 June 2019.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 18.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

中天宏信(國際)控股有限公司(「本公司」)根據開曼群島第22章公司法(1961年法例,經綜合及修訂)於開曼群島註冊成立為獲豁免公眾有限公司,其股份在香港聯合交易所有限公司(「聯交所」)上市。其直接控股公司及最終控股公司為Condover Assets Limited(於英屬處女群島(「英屬處女群島」)註冊成立的私人公司)。於截至2019年12月31日止年度,中天宏信投資有限公司(於英屬處女群島註冊成立的私人公司)成為本公司的直接控股公司及最終控股公司。本公司的註冊辦事處及主要營業地點於年報「公司資料」一節披露。

根據2019年6月14日通過的特別決議案,自2019年6月14日起,本公司的名稱已由「恆誠建築控股有限公司」變更為「中天宏信(國際)控股有限公司」。

本公司為投資控股公司。其附屬公司的主要活動載於附註18。

綜合財務報表以港元(「港元」)呈列,乃本公司之功能貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) - Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 - 2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial position and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2.1 HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) - Int 4 “Determining whether an arrangement contains a lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)

於本年度強制生效的新訂香港財務報告準則及修訂本

本集團已於本年度首次應用以下由香港會計師公會(「香港會計師公會」)頒佈的新訂香港財務報告準則及修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	具有負補償特性之預付款項
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益
香港財務報告準則的修訂本	香港財務報告準則2015年至2017年週期之年度改進

除下文所述者外，於本年度應用新訂香港財務報告準則及修訂本對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露並無重大影響。

2.1 香港財務報告準則第16號「租賃」

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

租賃的定義

本集團已選擇實際可行權宜方法，對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會) – 詮釋第4號「釐定安排是否包含租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包含租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

Definition of a lease (continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review; and
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

租賃的定義(續)

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 透過應用香港會計準則第37號「撥備、或然負債及或然資產」依賴對租賃是否屬繁重性質的評估作為減值檢討的替代方法；及
- ii. 於首次應用日期計量使用權資產時撇除初始直接成本。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

As a lessee

For leases previously classified as finance leases, the carrying amount of the right-of-use assets and the lease liabilities at the date of initial application is the carrying amount of the lease assets and lease liabilities immediately before that date measured applying HKAS 17. For those leases, the Group accounted for the right-of-use assets and the lease liabilities by applying HKFRS 16 from the date of initial application.

For leases previously classified as operating leases, the Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets as at the date of initial application, at the carrying amounts as if HKFRS 16 had been applied since commencement dates, but discounted using the incremental borrowing rates of the relevant group entities by applying HKFRS 16.C8(b)(i) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

作為承租人

就先前分類為融資租賃的租賃而言，使用權資產及租賃負債於首次應用日期之賬面值為於緊接該日期前採納香港會計準則第17號計量的租賃資產及租賃負債之賬面值。就該等租賃而言，本集團自首次應用日期起應用香港財務報告準則第16號列賬使用權資產及租賃負債。

就先前分類為經營租賃的租賃而言，本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(2019年1月1日)確認。於2019年1月1日，本集團於首次應用日期按賬面值確認額外租賃負債及使用權資產，猶如其自開始日期起已應用香港財務報告準則第16號，惟透過應用香港財務報告準則第16號第C8(b)(i)項過渡使用相關集團實體的增量借款利率進行貼現。於首次應用日期的任何差額於年初保留溢利確認，且比較資料不予重列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

As a lessee (continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The lessee’s incremental borrowing rates applied by relevant group entities range from 4.00% to 6.43% per annum.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

作為承租人(續)

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。相關集團實體應用之承租人增量借款年利率介乎4.00%至6.43%。

At 1 January 2019

於2019年1月1日

HK\$'000

千港元

Operating lease commitments as at 31 December 2018	於2018年12月31日的經營租賃承擔	4,793
Lease liabilities discounted at relevant incremental borrowing rate relating to operating leases recognised at 31 December 2018	按與於2018年12月31日確認的經營租賃有關的相關增量借款利率貼現的租賃負債	4,578
Add: Obligations under finance leases recognised as at 31 December 2018 (note)	加：於2018年12月31日確認的融資租賃承擔(附註)	7,560
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	12,138
Analysed as	分析為	
Current	流動	5,953
Non-current	非流動	6,185
		12,138

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

As a lessee (continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

		Right-of-use assets 使用權資產
		HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	與於應用香港財務報告準則第16號後確認的經營租賃有關的使用權資產	4,287
Assets previously under finance leases included in property, plant and equipment as at 31 December 2018 (note)	先前於融資租賃項下的資產(於2018年12月31日計入物業、廠房及設備)(附註)	5,199
		9,486
By class:	按類別：	
Properties	物業	4,287
Solar power system	太陽能發電站	5,010
Motor vehicles	汽車	189
		9,486

Before application of HKFRS 16, refundable rental deposits paid were considered as rights and obligations under leases to which HKAS 17 applied under trade and other receivables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. The discounting effect has no material impact on the consolidation financial statements of the Group for the current year.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

作為承租人(續)

作自用途的使用權資產於2019年1月1日的賬面值包括以下各項：

應用香港財務報告準則第16號前，已付可退回租賃按金被視為於貿易及其他應收款項下採用香港會計準則第17號之租賃下的權益及責任。根據香港財務報告準則第16號下的租賃付款之定義，該等按金並非有關使用權資產的付款，並已作出調整以反映於過渡時之貼現影響。貼現影響對本集團本年度的綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Before application of HKFRS 16, refundable rental deposits received were considered as obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets.

There is no material impact of applying HKFRS 16 as a lessor on the Group’s consolidated statement of financial position as at 1 January 2019 and 31 December 2019 and its consolidated statement of profit or loss and other comprehensive income and cash flows for the year ended 31 December 2019.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須於過渡時就本集團作為出租人的租賃作出任何調整，惟須自首次應用日期起將該等租賃按照香港財務報告準則第16號入賬，且並無重列比較資料。

應用香港財務報告準則第16號前，已收可退回租賃按金被視為採用香港會計準則第17號之租賃下的責任。根據香港財務報告準則第16號下的租賃付款之定義，該等按金並非有關使用權資產的付款。

作為出租人應用香港財務報告準則第16號對本集團於2019年1月1日及2019年12月31日的綜合財務狀況表及其截至2019年12月31日止年度的綜合損益及其他全面收益表以及綜合現金流量表並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

As a lessor (continued)

The following summarises the impact of transition to HKFRS 16 for the Group as a lessee on retained profits at 1 January 2019.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

作為出租人(續)

以下概述本集團作為承租人過渡至香港財務報告準則第16號對於2019年1月1日的保留溢利的影響。

**Impact of
adopting
HKFRS 16 at
1 January 2019
於2019年1月1日
採納香港財務
報告準則第16號
的影響**
HK\$'000
千港元

Retained profits

Difference between right-of-use assets and lease liabilities at the date of initial application of HKFRS 16

保留溢利

於首次應用香港財務報告準則第16號日期使用權資產與租賃負債的差額

(291)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

已於2019年1月1日之綜合財務狀況表內確認的金額已作出下列調整。概無包括未受變動影響的項目。

		Carrying amounts previously reported at 31 December 2018 先前於2018年12月31日呈報之賬面值 HK\$'000 千港元	Adjustments 調整 HK\$'000 千港元	Carrying amounts under HKFRS 16 at 1 January 2019 於2019年1月1日根據香港財務報告準則第16號之賬面值 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment (note)	物業、廠房及設備(附註)	8,122	(5,199)	2,923
Right-of-use assets	使用權資產	-	9,486	9,486
Current liabilities	流動負債			
Lease liabilities	租賃負債	-	5,953	5,953
Obligations under finance leases (note)	融資租賃承擔(附註)	3,005	(3,005)	-
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	-	6,185	6,185
Obligations under finance leases (note)	融資租賃承擔(附註)	4,555	(4,555)	-
Capital and reserves	資本及儲備			
Retained profits	保留溢利	128,521	(291)	128,230

Note: In relation to assets previously under finance leases, the Group recategorised the carrying amounts of the relevant assets which were still under finance lease as at 1 January 2019 amounting to HK\$5,199,000 as right-of-use assets. In addition, the Group reclassified the obligations under finance leases of HK\$3,005,000 and HK\$4,555,000 to lease liabilities as current and non-current liabilities respectively at 1 January 2019.

附註：就先前於融資租賃項下的資產而言，本集團將於2019年1月1日仍於融資租賃項下的相關資產的賬面值5,199,000港元重新分類為使用權資產。此外，本集團於2019年1月1日將3,005,000港元之融資租賃承擔及4,555,000港元之租賃負債分別重新分類為流動及非流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 HKFRS 16 “Leases” (continued)

For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ¹
Amendment to HKFRS 16	Covid-19-Related Rent Concessions ⁶
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 3	Reference to Conceptual Framework ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKAS 16	Property, Plant and Equipment—Proceeds before Intended Use ⁵
Amendments to HKAS 37	Onerous Contract—Cost of Fulfilling a Contract ⁵
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ⁵

- Effective for annual periods beginning on or after 1 January 2021.
- Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- Effective for annual periods beginning on or after a date to be determined.
- Effective for annual periods beginning on or after 1 January 2020.
- Effective for annual periods beginning on or after 1 January 2022.
- Effective for annual periods beginning on or after 1 June 2020.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

於本年度強制生效的新訂香港財務報告準則及修訂本(續)

2.1 香港財務報告準則第16號「租賃」(續)

就呈報截至2019年12月31日止年度按間接法計量的經營活動現金流量而言，營運資金的變動乃根據上文所披露於2019年1月1日的年初綜合財務狀況表計算。

已頒佈但尚未生效之新訂香港財務報告準則及修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及修訂本：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第16號(修訂本)	2019冠狀病毒相關的租金優惠 ⁶
香港財務報告準則第3號(修訂本)	業務之定義 ²
香港財務報告準則第3號(修訂本)	概念框架之提述 ⁵
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業的資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義 ⁴
香港會計準則第16號(修訂本)	物業、廠房及設備—作擬定用途前之所得款項 ⁵
香港會計準則第37號(修訂本)	有價合約—履行合約之成本 ⁵
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ⁴
香港財務報告準則(修訂本)	香港財務報告準則2018年至2020年之年度改進 ⁵

- 於2021年1月1日或之後開始之年度期間生效。
- 對收購日期為2020年1月1日或之後開始之首個年度期間開始當日或之後的業務合併及資產收購生效。
- 於有待確定之日期或之後開始之年度期間生效。
- 於2020年1月1日或之後開始之年度期間生效。
- 於2022年1月1日或之後開始之年度期間生效。
- 於2020年6月1日或之後開始之年度期間生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, "the Amendments to References to the Conceptual Framework in HKFRS Standards", will be effective for annual periods beginning on or after 1 January 2020.

Amendments to HKFRS 3 "Definition of a Business"

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The Group will apply the amendments prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after 1 January 2020. The optional concentration test and the amended definition of a business are not expected to have a significant impact to the Group.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

除上述新訂香港財務報告準則及修訂本外，經修訂財務報告概念框架已於2018年頒佈。其後續修訂《香港財務報告準則中對概念框架的提述的修訂》將於2020年1月1日或之後開始之年度期間生效。

香港財務報告準則第3號(修訂本)「業務之定義」

該等修訂：

- 加入選擇性的集中度測試，簡化所收購的一組活動及資產是否屬於業務的評估。可按個別交易基準選擇是否應用選擇性的集中度測試；
- 澄清若要被視為業務，所收購的一組活動及資產必須最少包括共同對創造產出能力有莫大貢獻的投入及實質性進展；及
- 通過專注於向客戶所提供的貨品及服務，並移除對節省成本能力的提述，收窄業務及產出的定義。

本集團將追溯應用該等修訂於收購日期為2020年1月1日或之後進行的所有業務合併及資產收購。選擇性的集中度測試及修訂業務定義預期不會對本集團造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

香港會計準則第1號及香港會計準則第8號(修訂本)「重大之定義」

該等修訂通過在作出重要判斷時納入額外的指導及解釋，對重大之定義進行了改進。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂亦與各香港財務報告準則的定義一致，並將在集團於2020年1月1日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to References to the Conceptual Framework in HKFRS Standards

Conceptual Framework for Financial Reporting 2018 (the “New Framework”)

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

提述香港財務報告準則概念框架(修訂本)

2018年財務報告概念框架(「新框架」)

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收益，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to References to the Conceptual Framework in HKFRS Standards (continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) (continued)

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual period beginning on 1 January 2020. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

Except for the new and amendments to HKFRSs mentioned above, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則及修訂本(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

提述香港財務報告準則概念框架(修訂本)(續)

2018年財務報告概念框架(「新框架」)(續)

相應修訂已作出，致使有關若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於本集團2020年1月1日開始的年度期間生效。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

除上述新訂香港財務報告準則及修訂本外，本公司董事預期，應用所有其他新訂香港財務報告準則及修訂本於可見將來將不會對綜合財務報表有任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 “Impairment of Assets”.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

3. 重大會計政策

綜合財務報表乃遵照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例所規定之適用披露規定。

於各報告期末，除若干金融工具以公平值計量外（見下文會計政策闡釋），綜合財務報表乃按歷史成本基準編製。

歷史成本一般基於交易貨品及服務代價之公平值而定。

公平值是指市場參與者之間在計量日期進行之有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，當中不論該價格乃直接觀察所得或使用另一估值技術估計所得。在對資產或負債之公平值作出估計時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮之該等特徵。在此等綜合財務報表中計量及／或披露之公平值均在此基礎上予以確定，但根據香港財務報告準則第16號（自2019年1月1日起）或香港會計準則第17號（於應用香港財務報告第16號前）計入的租賃交易，以及與公平值有若干相似點但並非公平值的計量（例如香港會計準則第36號「資產減值」之使用價值）。

對於以公平值進行交易以及於後續期間以使用不可觀察的輸入數據的估值技術進行計量的金融工具而言，已對估值技術進行校準，以便在首次確認時，估值技術的結果等於交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 重大會計政策(續)

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據是資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。控制乃指本公司：

- 擁有對被投資方的權力；
- 可或有權從參與被投資方取得可變回報；及
- 能夠運用其權力影響其回報金額。

倘事實及情況顯示以上所列控制權三個要素之一個或多個有所變動時，本集團重估其是否控制被投資方。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 重大會計政策(續)

綜合賬目基準(續)

本集團於取得附屬公司之控制權時開始將附屬公司綜合入賬，並於本集團失去附屬公司之控制權時終止將附屬公司綜合入賬。具體而言，於本年度被收購或出售的附屬公司之收入及開支，乃由本集團獲得該附屬公司控制權當日起至本集團不再控制該附屬公司之日計入綜合損益及其他全面收益表內。

如有需要，會對附屬公司之財務報表作出調整，以令其會計政策與本集團之會計政策一致。

本集團成員公司間之交易相關之所有集團內公司間之資產及負債、權益、收入、開支及現金流已於綜合賬目時全數對銷。

業務合併

業務收購乃採用收購法進行列賬。於業務合併時轉讓之代價按公平值計算，而計算方法為本集團所轉讓之資產、本集團對被收購方前擁有人產生之負債及本集團於交換被收購方之控制權所發行之股本權益於收購日期之公平值之總和。收購相關成本通常於產生時在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combination (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Tax" and HKAS 19 "Employee Benefits" respectively; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which the lease term ends within 12 months of the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 重大會計政策(續)

業務合併(續)

於收購日期，所收購可識別資產與所承擔負債按其公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債，則分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；及
- 租賃負債按餘下租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如所收購租賃於收購日期為新租賃，惟租賃期於收購日期12個月內結束之租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

轉讓代價、被收購方的任何非控股權益金額及收購方過往於被收購方持有的股權公平值(如有)的總和超出所收購可識別資產及所承擔負債於收購日期之金額淨值之差額計算作商譽。倘若經重估後，所收購可識別資產與所承擔負債的淨值超過轉讓代價、被收購方的任何非控股權益金額及收購方過往於被收購方持有的股權公平值(如有)總和，則差額即時於損益確認作議價收購收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

3. 重大會計政策(續)

商譽

就收購業務產生之商譽按於業務收購日期確立的成本(見上文會計政策)減累計減值虧損(如有)列賬。

就減值檢測而言，商譽分配至預期將能自合併後從協同效益中獲益之本集團現金產生單位(或現金產生單位組別)，即指商譽被監控作內部管理用途之最低水平，及不超過營運分部。

經分配商譽之現金產生單位(或現金產生單位組別)每年或於有跡象顯示該單位可能出現減值時更頻密地進行檢測。而有關於報告期間之收購所產生的商譽，經分配相關商譽後之現金產生單位(或現金產生單位組別)於報告期末前進行減值檢測。倘可收回款額少於其賬面值，則首先將減值虧損分配以減少該單位之任何商譽賬面值，其後根據單位(或現金產生單位組別)內各資產之賬面值按比例分配至單位其他資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

3. 重大會計政策(續)

客戶合約收益

當(或於)滿足履約義務時，本集團確認收益，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約責任指一項獨特商品或服務(或一組商品或服務)或一連串大致相同的獨特商品或服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收益乃參照完全滿足相關履約義務的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約創建或強化一項資產，該資產隨本集團履約由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收益於客戶獲得獨特商品或服務控制權的時間點確認。

合約資產指本集團就換取本集團已向客戶轉讓的商品或服務而收取代價的權利(尚未成為無條件)，根據香港財務報告準則第9號評估減值。相反，應收款項指本集團無條件收取代價的權利，即代價到期付款前僅需時間推移。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration, including scope changes made to original contracts, but have not yet determined the corresponding change in price, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

3. 重大會計政策(續)

客戶合約收益(續)

合約負債指本集團因已向客戶收取代價(或應收代價金額)，而須向客戶轉讓商品或服務的責任。

與同一合約相關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間推移確認收益：計量完全達成履約責任的進度

產量法

完全達成履約責任的進度乃根據產量法計量，即確認收益乃基於直接計量迄今向客戶轉移商品或服務的價值相對於合約項下所承諾剩餘商品或服務的價值，有關方法最能反映本集團於轉移商品或服務控制權方面的履約情況。

可變代價

就包含可變代價(包括對原始合約作出的範圍變更)但未確認相應價格變化之合約而言，本集團有權使用(a)預期價值法或(b)最可能金額估計代價金額，視乎何種方法能更準確預測本集團將有權獲得之代價金額而定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (continued)

Variable consideration (continued)

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Contract modification

Any change in scope or price (or both) is considered as a contract modification. A contract modification may exist even through the Group and the relevant customer have not finalised about the scope or price (or both) of the modification or both parties have approved a change in the scope but have not yet determined the corresponding change in price. The Group accounts for a contract modification as a separate contract if the change in scope constitutes a separate and distinct performance obligation and the additional consideration reflects the stand-alone selling price. For a change in scope that is not distinct and forms part of a single performance obligation that is partially satisfied at the date of the contract modification, the effect of the contract modification is accounted for on a cumulative catch up basis.

3. 重大會計政策(續)

客戶合約收益(續)

隨時間推移確認收益：計量完全達成履約責任的進度(續)

可變代價(續)

僅當可變代價之相關不確定性其後獲解除，致使可變代價之估計金額很大可能不會導致將來出現重大收益撥回，其方可計入交易價格。

於各報告期末，本集團更新估計交易價格（包括更新其對可變代價估計是否受限之評估）以忠實反映報告期末之情況及報告期內之情況變動。

合約修訂

範圍或價格（或兩者）的任何更改均視為合約修訂。即使通過本集團，並且相關客戶並未落實變更的範圍或價格（或兩者），或者雙方都已批准範圍的變更，但尚未確定相應的價格變更，則可能存在合約修訂。如果範圍的更改構成一項單獨及不同的履約義務，且附加代價反映了獨立售價，則本集團將合約修訂作為單獨的合約進行會計處理。對於範圍不明顯且構成單個履約義務一部分的變更，該變更在合約修訂之日已部分履行，合約修訂的影響以累計追補為基礎進行核算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 重大會計政策(續)

客戶合約收益(續)

委託人與代理人

當另一方從事向客戶提供商品或服務，本集團釐定其承諾之性質是否為提供指定商品或服務本身之履約義務(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團之履行義務為安排另一方提供指定的商品或服務，則本集團為代理人。於此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品及服務。當本集團為代理人時，應就為換取另一方安排提供的指定商品或服務預期有權取得之任何收費或佣金之金額確認收入。

租賃

租賃的定義(根據附註2過渡應用香港財務報告準則第16號後)

倘合約賦予權利於一段時間內控制可識別資產的用途以換取代價，則該合約為租賃或包含租賃。

就首次應用日期或之後訂立或修訂或業務合併產生的合約而言，本集團會於開始、修訂或收購日期(如適用)根據香港財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。有關合約將不會被重新評估，除非合約中的條款與條件隨後被改動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡應用香港財務報告準則第16號後)

短期租賃

本集團應用短期租賃確認豁免於租期為自開始日期起計12個月或以內並且不包括含選購權之租賃。短期租賃付款於租期內按直線法或其他系統性基準確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的首次計量金額；
- 於開始日期或之前作出的任何租賃款項，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、復原該資產所在場地或將相關資產恢復至租賃條款及條件所規定的狀況而產生的預計成本。

使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產按直線法於其估計使用年期及租期(以較短者為準)內計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (continued)

Right-of-use assets (continued)

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡應用香港財務報告準則第16號後)(續)

使用權資產(續)

本集團於綜合財務狀況表中將使用權資產作為單獨項目呈列。

可退回租賃按金

已付可退回租賃按金按香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬，並初步按公平值計量。首次確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何已收租賃優惠；
- 倘本集團合理確定會行使選購權，則選購權的行使價；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (continued)

Lease liabilities (continued)

- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡應用香港財務報告準則第16號後)(續)

租賃負債(續)

- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃款項作出調整。

於租期有所變動或行使選購權的評估發生變動的情況下，於重新評估日期相關租賃負債透過使用經修訂貼現率貼現經修訂租賃款項而重新計量，本集團重新計量租賃負債(並對相關的使用權資產作出相應調整)。

本集團於綜合財務狀況表中將租賃負債作為單獨項目呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below).

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

The Group as lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(於2019年1月1日前)

凡租賃條款轉移擁有權絕大部分風險及回報予承租人時，則租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

根據融資租賃持有的資產按租賃開始時的公平值或最低租賃付款的現值(以較低者為準)確認為本集團資產。出租人的相應負債列作融資租賃承擔計入綜合財務狀況表。

租賃付款按比例於財務費用及減少租賃債務之間分配，從而就負債的餘下結餘計出定額利率。財務費用即時於損益中確認，惟直接歸屬於合資格資產則除外，於此情況下，財務費用根據本集團的一般借貸成本政策(見下文會計政策)予以資本化。

經營租賃付款於租期內按直線法確認為開支。

本集團作為出租人

租賃的分類及計量

本集團為出租人的租賃乃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約則分類為融資租賃。所有其他租賃均分類為經營租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as lessor (continued)

Classification and measurement of leases (continued)

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

The Group as a lessor (upon application of HKFRS 16 in accordance with transition in note 2)

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

3. 重大會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃的分類及計量(續)

經營租賃的租金收入按有關租賃的租期以直線法於損益中確認。協商及安排所產生的初步直接成本乃加至租賃資產的賬面值，而有關成本於租期按直線法確認為開支。不依賴指數或利率之可變租賃付款於產生時確認為收入。

來自本集團日常業務過程的租金收入呈列為收益。

本集團作為出租人(根據附註2過渡條文應用香港財務報告準則第16號後)

可退回租賃按金

已收可退回租賃按金乃根據香港財務報告準則第9號入賬並初始按公平值計量。於初始確認時對公平值的調整被視為來自承租人的額外租賃付款。

分租

當本集團為中間出租人時，其就原租賃及分租入賬為兩份獨立合約。分租乃參考原租賃之使用權資產(非參考相關資產)分類為融資或經營租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "Exchange reserve".

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 重大會計政策(續)

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易按交易日期的現行匯率予以確認。於各報告期末，以外幣列值的貨幣項目按有關日期現行的匯率予以重新換算。以外幣計值且以公平值計量之非貨幣項目按釐定公平值之日現行的匯率予以重新換算。按歷史成本計量以外幣計值的非貨幣項目不予重新換算。

結算貨幣項目所產生的匯兌差額於產生期間於損益中確認。

就呈列綜合財務報表而言，本集團海外業務的資產及負債均按各報告期末現行匯率換算為本集團的呈報貨幣(即港元)。收入及開支項目乃按該期間的平均匯率換算，除非匯率於期內出現重大波幅，於此情況下，則採用交易日期現行的匯率。所產生的匯兌差額(如有)於其他全面收益中確認並於權益中「匯兌儲備」項下累計。

收購海外業務時產生的已收購可識別資產的商譽及公平值調整乃視為該海外業務的資產及負債處理，並按各報告期末的現行匯率換算。所產生的匯兌差額於其他全面收益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 重大會計政策(續)

借貸成本

收購、建造或生產合資格資產(即需要一段較長時間方可達致擬定用途或出售的資產)直接應佔的借貸成本會加入該等資產的成本，直至資產大致上可作擬定用途或出售時為止。

所有其他借貸成本於產生期間在損益中確認。

政府補助

在合理地保證本集團會遵守政府補貼的附帶條件以及將會得到補貼後，政府補貼方會予以確認。

作為對已產生的開支或損失的應收補償或是為本集團提供直接財務支助且未來不會產生任何相關成本的政府補助在其成為應收款項期間於損益中確認。

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利(例如工資及薪金、年假以及病假)確認負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such deferred assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重大會計政策(續)

稅項

所得稅開支指即期應付稅項及遞延稅項之總額。

即期應付稅項乃根據應課稅年度溢利計算。由於在其他年度之應課稅收入或可扣減開支以及毋須課稅或不可扣減的項目，應課稅溢利有別於除稅前溢利。本集團的即期稅項負債乃採用於報告期末已頒佈或實際已頒佈的稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利時採用的相應稅基間之暫時差額確認。一般而言，本集團會就所有應課稅暫時差額確認遞延稅項負債。倘若可能出現可利用可扣減暫時差額的應課稅溢利，則一般會就所有可扣減暫時差額確認遞延稅項資產。若暫時差額乃源於一項交易（業務合併除外）中初步確認資產及負債，而該交易並無影響應課稅溢利或會計溢利，則不會確認有關遞延稅項資產及負債。此外，倘暫時差額乃源自初步確認商譽，則不會確認遞延稅項負債。

本集團就與於附屬公司及聯營公司的投資以及於合營公司的權益相關之應課稅暫時差額確認遞延稅項負債，除非本集團有能力控制暫時差額的撥回及暫時差額有可能在可見將來不會被撥回者則除外。與該等投資及權益相關的可扣減暫時差額所產生的遞延稅項資產，僅於可能有足夠應課稅溢利可供使用暫時差額的利益，且預期於可見將來撥回時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重大會計政策(續)

稅項(續)

本集團於各報告期末審閱遞延稅項資產的賬面值，並於不再有可能產生足夠應課稅溢利令有關資產被全部或部分收回時調低。

遞延稅項資產及負債乃根據報告期末前已頒佈或實際已頒佈的稅率(及稅法)，按償還負債或變現資產期間預期適用之稅率計量。

遞延稅項負債及資產的計量反映按照本集團預期於報告期末收回或結算其資產及負債賬面值之方式計算而得出之稅務結果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團對租賃交易整體應用香港會計準則第12號「所得稅」之規定。使用權資產與租賃負債之臨時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租賃付款，而導致可扣除臨時淨差額。

當有合法可執行權利可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收之所得稅有關，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項乃於損益確認。就因對業務合併進行初始會計處理而產生之即期稅項或遞延稅項而言，稅務影響乃計入業務合併的會計處理內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3. 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備為用作生產或提供商品或服務或作行政用途的有形資產。物業、廠房及設備按其成本減去其後累計折舊及累計減值虧損(如有)於綜合財務狀況表呈列。

於確認折舊時，使用直線法，以撇銷於估計可使用年期的資產成本減其剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱，並對任何估計變更的影響根據前瞻性基準列賬。

於出售後或預期資產的持續使用不會引致未來經濟利益時，終止確認物業、廠房及設備的項目。任何物業、廠房及設備項目的出售或報廢所產生的收益或虧損會根據銷售所得款項與資產賬面值之差額釐定，並於損益中確認。

物業、廠房及設備以及使用權資產減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產之賬面值，以釐定有否任何跡象顯示該等資產出現減值虧損。如果存在任何此類跡象，則會對相關資產的可收回金額作出估計，以確定減值虧損的程度(如有)。

物業、廠房及設備以及使用權資產之可收回金額乃個別估計。無法個別估計可收回金額時，本集團會估計該資產所屬現金產生單位的可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment on property, plant and equipment and right-of-use assets (continued)

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策(續)

物業、廠房及設備以及使用權資產減值(續)

於對現金產生單位進行減值測試時，當可建立合理及一致的分配基準時，將公司資產分配至相關現金產生單位，否則將其分配至可建立合理及一致的分配基準的最小現金產生單位組別。公司資產所屬的現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額為公平值減出售成本以及使用價值之較高者。於評估使用價值時，乃使用可反映就資產(或現金產生單位)特有貨幣時間價值及風險作出現有市場評估之稅前折現率，將估計未來現金流量折現至其現值而未來現金流量之估計並無作出調整。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則資產(或現金產生單位)之賬面值將調低至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產而言，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，其後基於有關單位內各項資產或現金產生單位組合的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產的減值虧損數額按比例分配至有關單位其他資產或現金產生單位組合。減值虧損會即時於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment on property, plant and equipment and right-of-use assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 重大會計政策(續)

物業、廠房及設備以及使用權資產減值(續)

倘減值虧損於其後撥回，資產(或現金產生單位或現金產生單位組合)之賬面值將調升至其經修訂之估計可收回金額，而增加後的賬面值不得超過該資產(或現金產生單位或現金產生單位組合)在過往年度並無確認減值虧損之情況下原應予以確認之賬面值。減值虧損之撥回即時於損益中確認。

金融工具

金融資產及金融負債於集團實體成為工具的合約條文訂約方時確認。所有正常買賣的金融資產以結算日期為基準予以確認及終止確認。正常買賣是須於法規或市場慣例所制訂的時間內交付資產的金融資產買賣。

金融資產及金融負債乃初步按公平值計量，惟根據香港財務報告準則第15號作初步計量的客戶合約產生之貿易應收款項除外。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)的金融資產除外)直接應佔之交易成本於首次確認時計入或扣除自金融資產或金融負債之公平值(以合適者為準)。收購按公平值計入損益的金融資產或金融負債直接應佔之交易成本即時於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income ("FVTOCI") as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 重大會計政策(續)

金融工具(續)

實際利息法乃計算金融資產或金融負債攤銷成本及於相關期間內分配利息收入及利息開支的方法。實際利率乃按金融資產或金融負債預計年期或(倘適用)較短期間準確貼現估計未來現金收款及付款(包括構成實際利率不可或缺部分的所有已付或已收費用及差價、交易成本及其他溢價或折讓)至初步確認時賬面淨值的利率。

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 持有金融資產之業務模式旨在收取合約現金流量；及
- 合約條款於指定日期產生之現金流量僅為支付本金和未償還本金的利息。

所有其他金融資產其後按公平值計入損益計量。

此外，倘如此消除或大幅減少會計錯配，則本集團可能不可撤銷地指定須按攤銷成本或按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量的金融資產為以按公平值計入損益的方式計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期間起透過對金融資產攤銷成本應用實際利率確認利息收入。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，則自釐定資產不再信貸減值後的報告期間開始起，透過對金融資產總賬面值應用實際利率確認利息收入。

(ii) 按公平值計入損益的金融資產

不符合按攤銷成本計量或按公按值計入其他全面收益或指定為按公平值計入其他全面收益標準的金融資產以按公平值計入損益的方式計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額包括該金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables and bank balances and pledged bank balances) and contract assets, which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed individually for debtors based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值

本集團就根據香港財務報告準則第9號進行減值的金融資產(包括貿易及其他應收款項以及銀行結餘及已抵押銀行存款)及合約資產根據預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來之信貸風險變動。

全期預期信貸虧損指於相關工具於預計年內所有可能違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預計於報告日期後12個月內可能發生的違約事件產生的部分全期預期信貸虧損。評估乃根據本集團歷史信貸虧損經驗，並就債務人的特定因素、一般經濟狀況以及對於報告日期之當前狀況及未來狀況預測的評估作調整。

本集團一直就貿易應收款項及合約資產確認全期預期信貸虧損。該等資產的預期信貸虧損乃就債務人進行的個別評估，本集團根據歷史信貸虧損經驗、債務人的特定因素及於報告日期的當前及預期一般經濟狀況的評估作出調整。

就所有其他工具而言，本集團按12個月預期信貸虧損計量虧損撥備，除非當信貸風險自初步確認以來顯著上升，則本集團確認全期預期信貸虧損。是否應以全期預期信貸虧損確認乃根據自初步確認以來發生違約的可能性或風險顯著上升而評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值(續)

(i) 信貸風險顯著上升

於評估信貸風險自初步確認以來是否已顯著上升時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初步確認日期出現違約的風險。作出此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外界市場指標顯著惡化，例如信貸息差、債務人的信貸違約掉期價大幅增加；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期嚴重惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值(續)

(i) 信貸風險顯著上升(續)

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已大幅增加，除非本集團有合理及可靠資料證明情況並非如此時則作別論。

本集團定期監控用於識別信貸風險是否大幅增加之標準的有效性，並於適當時對其作出修訂，以確保該標準能夠於款項逾期前識別信貸風險的大幅增加。

(ii) 違約的定義

就內部信貸風險管理而言，倘有內部資料或由外部資源獲取的資料顯示債務人可能無法向債權人(包括本集團)全額付款(撇除由本集團持有的任何抵押品)，則本集團認為已發生違約事件。

不論上述情況，倘金融資產已逾期超過90日，則本集團認為已產生違約，除非本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值(續)

(iii) 信貸減值的金融資產

倘發生一項或多項違約事件對金融資產的估計未來現金流量造成不利影響，則該金融資產出現信貸減值。金融資產信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人存在重大財務困難；
- (b) 違反合約，如拖欠或逾期事件；
- (c) 基於與借款人財務困難相關的經濟或合約理由，借款人的放款人向借款人授出放款人於其他情況下不會考慮的優惠條件；或
- (d) 借款人可能將進入破產或其他財務重組程序。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值(續)

(iv) 撇銷政策

本集團於有資料表明交易對手處於嚴重財務困難且無實際恢復可能(例如交易對手已進行清算或進入破產程序, 或就貿易應收款項而言, 當有關金額已逾期超過兩年, 以較早發生者為準)撇銷金融資產。撇銷之金融資產仍可根據本集團收回程序經考慮適用法律意見後(如適用)強制執行。撇銷構成一項終止確認事項。任何其後收回款項於損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映以發生的各自違約風險作為加權數值而確定的無偏概率及加權金額。

一般而言, 預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量之間的差額, 並按初步確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and contract assets (continued)

(v) Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Past-due status; and
- Nature and size of debtors.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

若按整體基準計量的預期信貸虧損或處理個別工具層面的證據尚未可得，金融工具乃按以下基準分組：

- 逾期狀況；及
- 債務人的性質及規模。

管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，倘金融資產已信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團透過調整其賬面值而於損益確認所有金融工具的減值收益或虧損，惟貿易應收款項及合約資產的相應調整乃透過虧損撥備賬目確認。

終止確認金融資產

僅當從資產收取現金流量之合約權利屆滿時，本集團方會終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價之總和的差額於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification of debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amount due to immediate holding company, loans from directors, bank loans and bank overdrafts) are subsequently measured at amortised costs, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重大會計政策(續)

金融工具(續)

金融負債及權益

債務或權益的分類

債務及權益工具乃根據所訂立合約安排的內容以及金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為證明本集團資產於扣除其所有負債後的剩餘權益的任何合約。本公司所發行權益工具按已收所得款項扣除直接發行成本確認。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項、應付直接控股公司款項、來自董事的貸款、銀行貸款及銀行透支)其後按攤銷成本以實際利息法計量。

終止確認金融負債

金融負債當且僅當本集團的責任予以解除、取消或已到期時，本集團方會終止確認金融負債。終止確認金融負債之賬面值與已付及應付代價之差額於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 估計不確定因素之主要來源

在應用附註3所述之本集團會計政策時，本公司董事須就目前未能從其他來源而得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關之其他因素而作出。實際結果或會有別於該等估計。

本集團持續就所作估計及相關假設作出檢討。會計估計之修訂如只影響當期，則有關修訂於估計修訂當期確認。如該項會計估計之修訂影響當期及未來期間，則有關修訂於修訂當期及未來期間確認。

估計不確定因素之主要來源

以下為涉及日後之主要假設及於報告期末估計不確定因素之其他主要來源，該等不確定因素可能導致下一個財政年度之資產及負債賬面值出現大幅調整之重大風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

Key sources of estimation uncertainty (continued)

Revenue from construction contracts for foundation works and ancillary services and general building works

The management measures the value of completed construction works for foundation works and ancillary services and general building works based on output method, which is to recognise revenue on the basis of direct measurement of the stage of completion of construction work transferred to the customer to date relative to the remaining construction works promised to be completed under the construction contract. Construction works may take several years to complete. Management estimates the revenue by assessing the progress of construction works. The management's estimate of revenue and the completion status of construction works requires significant judgment and has a significant impact on the amount and timing of revenue recognised. The Group has qualified surveyors to periodically measure the stage of completion of the construction works completed for each construction projects and issue the internal construction progress reports. The construction works performed by the Group would also be certified by the surveyors appointed by the customers periodically according to the construction contracts. The Group regularly reviews and revises the estimation of contract revenue prepared for each construction contract as the contract progresses based on the internal construction progress reports and the certification issued by the surveyors appointed by the customers.

The Group recognised revenue from the provision of foundation works and ancillary services and general building works totaling HK\$207,291,000 (2018: HK\$544,145,000) for the year ended 31 December 2019.

4. 估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

來自地基工程及配套服務以及一般建築工程之建築合約收益

管理層以產量法計量地基工程及配套服務以及一般建築工程之已完成建築工程的價值，即基於至今已交付客戶的建築工程相對於建築合約下承諾將完成的餘下建築工程的完成階段的直接計量確認收益。建築工程或需要數年方能完成。管理層會評估建築工程的進度估計收益。管理層在估計收益及建築工程完成狀況時須作出重大判斷，並對確認收益的金額及時間有重大影響。本集團有合資格測量師定期計量各建築項目的已完成建築工程的完成階段，並發出內部建築進度報告。本集團執行的建築工程亦會由客戶指定的測量師根據建築合約定期認證。本集團定期基於內部建築進度報告及客戶指定的測量師發出的證書，審閱及修訂就各建築合約而編製的合約收益估計。

截至2019年12月31日止年度，本集團自提供地基工程及配套服務以及一般建築工程確認收益合共207,291,000港元（2018年：544,145,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Provision of ECL for trade receivables and contract assets

Trade receivables and contract assets relating to Customer A as well as other customers are assessed for ECL individually. The management estimates the ECL based on, including but not limited to, historical credit loss experience, specific financial condition of the debtors, repayment behaviors and forward-looking information.

The provision of ECL is sensitive to changes in circumstances specific to each debtor and general economic conditions. The information about the ECLs and the Group's trade receivables and contract assets are disclosed in note 27.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the relevant business units to which the goodwill is allocated. Estimating the recoverable amount requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. As at 31 December 2019, the carrying amount of goodwill is HK\$21,670,000 (2018: HK\$21,670,000). No impairment is recognised in both years. Details of the recoverable amount calculation are disclosed in note 17.

4. 估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

貿易應收款項及合約資產的預期信貸虧損撥備

與客戶A及其他客戶相關的貿易應收款項及合約資產就預期信貸虧損進行個別評估。管理層根據(包括但不限於)歷史信貸虧損經驗、債務人的特定財務狀況、還款行為及前瞻性信息估計預期信貸虧損。

預期信貸虧損撥備受各債務人的特定環境及整體經濟狀況變化影響。有關預期信貸虧損以及本集團的貿易應收款項及合約資產的資料於附註27披露。

商譽減值

本集團至少每年釐定商譽是否已減值，當中需要估計獲分配商譽的相關業務單位的可收回金額。於估計可收回金額時，本集團須估計現金產生單位的預期未來現金流量，並選擇合適的貼現率，以計算該等現金流量的現值。於2019年12月31日，商譽賬面值為21,670,000港元(2018年：21,670,000港元)。兩個年度概無確認減值。可收回金額計算方法的詳情於附註17披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents revenue from construction contracts, sales of piles and rental income from lease of solar power system during the year.

5. 收益及分部資料

(a) 收益

收益指年內來自建築合約、銷售樁柱及租賃太陽能發電站所得租金收入之收益：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Types of goods and services	商品及服務種類		
<i>Recognised over time:</i>			
Revenue from construction contracts	來自建築合約的收益		
– foundation works and ancillary services	– 地基工程及 配套服務	143,548	102,790
– general building works	– 一般建築工程	63,743	441,355
– renewable energy systems	– 可再生能源發電站	36,086	–
Sales of piles – recognised at a point in time	銷售樁柱 – 於某一時點確認	2,857	65,834
Revenue from contracts with customers	來自客戶合約收益	246,234	609,979
Rental income	租金收入	646	782
		246,880	610,761

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(a) Revenue (continued)

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially satisfied) as at 31 December 2019 and 2018 and the expected timing of recognising revenue are as follows:

2019

Within one year	一年內	
More than one year but not more than two years	一年以上但不多於兩年	

		197,119
		48,771
		245,890

In addition, the project related to Customer A (the "Project"), with a remaining performance obligation of HK\$260,362,000, has not been included in the above as the Project is currently suspended.

2018

Within one year	一年內	
More than one year but not more than two years	一年以上但不多於兩年	

		299,888
		86,135
		386,023

5. 收益及分部資料(續)

(a) 收益(續)

分配至客戶合約之餘下履約責任之交易價

於2019年及2018年12月31日分配至餘下履約責任(未達成或部分未達成)之交易價及預期確認收益時間載列如下:

2019年

Foundation works and ancillary services and general building works
地基工程及
配套服務以及
一般建築工程
HK\$'000
千港元

此外，由於與客戶A有關的項目(「該項目」)目前已暫停，故該項目餘下履約責任260,362,000港元並未計入上表。

2018年

Foundation works and ancillary services and general building works
地基工程及
配套服務以及
一般建築工程
HK\$'000
千港元

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(a) Revenue (continued)

Transaction price allocated to the remaining performance obligation for contracts with customers (continued)

As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed for those contracts with its customers are for periods of one year or less.

Performance obligations for contracts with customers

Revenue from construction contracts of foundation works and ancillary services and general building works

Revenue from construction contracts of foundation works and ancillary services and general building works is recognised over time based on the stage of completion of the contract using the output method as the Group's contract work enhances an asset that the external customers controls as the asset is enhanced. The contracts signed with customers may take several years and are fixed-price contracts, except for any variable orders or contract modification. The Group may require a deposit before the commencement of the contracts. This would give rise to contract liabilities at the start of a contract until the revenue recognised on the relevant contract exceeds the amount of the deposit received. When a particular milestone is reached, the Group will submit an internal progress report for the related milestone payment in accordance with the agreed milestone payments as specified in the contract. If the milestone payment exceeds the contract liability then the Group recognises a contract asset for the difference. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point the customers issue the certificates. The normal credit term is 0 to 60 days.

For the detail of payment terms of retention receivables, please refer to note 20(a).

5. 收益及分部資料(續)

(a) 收益(續)

分配至客戶合約之餘下履約責任之交易價(續)

誠如香港財務報告準則第15號所允許，就與其客戶的合約期限為一年或更短的該等合約而言，分配至未償付合約的交易價格並無披露。

客戶合約之履約責任

來自地基工程及配套服務以及一般建築工程之建築合約收益

來自地基工程及配套服務以及一般建築工程的建築合約收益乃根據合約完成階段使用產量法隨時間確認，因為本集團之履約加強外部客戶隨著資產加強而控制的資產。與客戶簽訂的合約可能需時數年及為固定價格合約(任何可變指令或合約修訂除外)。本集團或會於合約開始前要求支付按金。此將在合約開始時產生合約負債，直至相關合約確認的收益超過收取的按金金額。當達成特定的里程碑時，本集團將根據合約中規定的協定里程碑款項提交有關里程碑款項的內部進度報告。倘里程碑款項超過合約負債，則本集團就該差額確認合約資產。於客戶簽發證書時，先前確認為合約資產的任何金額將重新分類至貿易應收款項。正常信貸期為0至60日。

有關應收保留金的付款條件詳情請參閱附註20(a)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(a) Revenue (continued)

Performance obligations for contracts with customers (continued)

Revenue from construction contracts of renewable energy systems

Revenue from construction of renewable energy systems is recognised over time based on the stage of completion of the contract using the output method as the Group's contract work enhances an asset that the external customers controls as the asset is enhanced. The contracts signed with customers are fixed-price contracts. The Group may require customers to provide an upfront non-refundable deposit. This would give rise to contract liabilities at the start of a contract until the revenue recognised on the relevant contract exceeds the amount of the deposit received. When a particular milestone is reached, the Group will submit an internal progress report for the related milestone certification. If the milestone payment exceeds the contract liability then the Group recognises a contract asset for the difference. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point the customers issue the certificates. The normal credit term is 0 to 60 days.

5. 收益及分部資料(續)

(a) 收益(續)

客戶合約之履約責任(續)

來自可再生能源系統之建築合約收益

興建可再生能源發電站的收益乃根據合約完成階段使用產量法隨時間確認，因為本集團之履約加強外部客戶隨著資產加強而控制的資產。與客戶簽訂的合約為固定價格合約。本集團或會要求客戶提供預付不可退回按金。此將在合約開始時產生合約負債，直至相關合約確認的收益超過收取的按金金額。當達成特定的里程碑時，本集團將提交內部進度報告作有關里程碑的證明。倘里程碑款項超過合約負債，則本集團就該差額確認合約資產。於客戶簽發證書時，先前確認為合約資產的任何金額將重新分類至貿易應收款項。正常信貸期為0至60日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(a) Revenue (continued)

Performance obligations for contracts with customers

(continued)

Revenue from sales of piles

Revenue from the sales of piles are recognised at a point in time when the control of goods has transferred, being when the goods have been shipped to the customers' specific location. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the Group's right to consideration becomes unconditional, as only the passage of time is required before payment is due. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers upon receipt of goods. The contracts signed with customers are short-term and fixed price contracts. The normal credit term is 7 days upon delivery.

Rental income

For operating lease variable lease payments that do not depend on an index or a rate (note)	就不取決於指數或利率的經營租賃可變租賃付款 (附註)
---	----------------------------

Note: Amount being rental income from lease of a solar power system in the PRC. The rental income of HK\$646,000 (2018: HK\$782,000) is contingent on the power usage by the lessee.

5. 收益及分部資料(續)

(a) 收益(續)

客戶合約之履約責任(續)

來自銷售樁柱之收益

銷售樁柱的收益於商品控制權轉移的時間點，即商品已運送至客戶特定的地點確認。當商品交付予客戶時，本集團確認應收款項，原因為僅須待時間過去為到期付款之唯一條件，則本集團收取代價之權利成為無條件。客戶於收貨後不得退回或遞延或避免支付貨款。與客戶簽訂的合約為短期及固定價格合約。一般信貸期為交付後7日。

租賃收入

		2019 2019年 HK\$'000 千港元
For operating lease variable lease payments that do not depend on an index or a rate (note)	就不取決於指數或利率的經營租賃可變租賃付款 (附註)	646

附註：金額為來自租賃中國太陽能發電站的租金收入。租金收入646,000港元(2018年：782,000港元)取決於租戶的用電量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information

The Group manages its businesses by business lines in a manner consistent with the way in which information is reported internally to the Group's Chief Operating Decision Maker ("CODM") being the executive directors of the Company, for the purposes of resource allocation and performance assessment. The Group's reportable and operating segments are as follows.

- Building construction business: provision of foundation works and ancillary services and general building works to customers in Hong Kong and Saipan
- Sales of piles: sales of piles to customers in Hong Kong
- Renewable energy business: construction projects of renewable energy systems (e.g. solar power systems and wind power systems) and rental income from lease of solar power system in the PRC

No operating segments have been aggregated to form the reportable segments.

Segment results, segment assets and liabilities

Segment results represent the (loss) profit before tax from each segment except for the unallocated corporate expenses, being central administrative costs.

Segment assets include all current and non-current assets with the exception of deferred tax assets and other corporate assets, being the unallocated right-of-use assets of certain properties and other corporate assets. Segment liabilities include all current and non-current liabilities with the exception of other corporate liabilities, being unallocated lease liabilities and other unallocated corporate liabilities.

5. 收益及分部資料(續)

(b) 分部資料

本集團按業務線管理其業務。本集團按與為分配資源及評估表現而向本集團主要經營決策者(「主要經營決策者」)(即本公司執行董事)內部報告資料相同之方式呈列本集團的可呈報及經營分部如下：

- 建築工程業務：向香港及塞班客戶提供地基工程及配套服務以及一般建築工程
- 銷售樁柱：向香港客戶銷售樁柱
- 可再生能源業務：於中國的可再生能源發電站建築項目(如太陽能發電站及風力發電站)以及租賃太陽能發電站的租金收入

概無經營分部已匯總以形成可呈報分部。

分部業績、分部資產及負債

分部業績代表各分部除稅前(虧損)溢利，不包括未分配公司開支(即中央行政費用)。

分部資產包括所有流動及非流動資產，惟不包括遞延稅項資產及其他企業資產，即若干物業的未分配使用權資產及其他企業資產。分部負債包括所有流動及非流動負債，惟不包括其他公司負債，即未分配租賃負債及其他未分配企業負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information (continued)

Segment results, segment assets and liabilities

(continued)

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the year is set out below:

Segment revenue and results

		For the year ended 31 December 2019 截至2019年12月31日止年度				
		Building construction business 建築工程 業務 HK\$'000 千港元	Sales of piles 銷售樁柱 HK\$'000 千港元	Renewable energy business 可再生能源 業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue	可呈報分部收益	207,291	2,857	36,732	-	246,880
Reportable segment (loss) profit before tax	可呈報分部除稅前(虧損)溢利	(91,413)	(820)	229	(17,364)	(109,368)
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量之金額：					
Interest expenses	利息開支	4,110	-	597	98	4,805
Depreciation for the year	年內折舊	4,144	-	2,485	1,156	7,785
Impairment losses under credit loss model, net of reversal	信貸虧損模式下的減值虧損，扣除撥回	88,297	-	-	-	88,297
Impairment losses of right-of-use assets	使用權資產減值虧損	1,123	-	-	-	1,123
Interest income	利息收入	580	-	57	-	637
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	500	-	-	-	500
Additions to non-current segment assets	向非流動分部資產添置	3,268	-	7,859	3,754	14,881

5. 收益及分部資料(續)

(b) 分部資料(續)

分部業績、分部資產及負債(續)

為年內的資源分配及分部表現評估而提供予本集團主要經營決策者的本集團可呈報分部資料列示如下：

分部收益及業績

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information (continued)

Segment results, segment assets and liabilities

(continued)

Segment revenue and results (continued)

5. 收益及分部資料(續)

(b) 分部資料(續)

分部業績、分部資產及負債(續)

分部收益及業績(續)

For the year ended 31 December 2018

截至2018年12月31日止年度

		Building construction business 建築工程 業務	Sales of piles 銷售樁柱	Renewable energy business 可再生能源 業務	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Reportable segment revenue	可呈報分部收益	544,145	65,834	782	-	610,761
Reportable segment profit (loss) before tax	可呈報分部除稅前溢利(虧損)	20,408	9,875	(709)	(7,705)	21,869
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量之金額：					
Interest expenses	利息開支	3,657	-	164	-	3,821
Depreciation for the year	年內折舊	3,615	-	165	-	3,780
Impairment losses under credit loss model, net of reversal	信貸虧損模式下的減值虧損，扣除撥回	1,193	-	-	-	1,193
Interest income	利息收入	149	-	1	-	150
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	1,417	-	24	-	1,441
Additions to non-current segment assets	向非流動分部資產添置	324	-	6,996	-	7,320

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information (continued)

Segment results, segment assets and liabilities

(continued)

Segment assets and liabilities

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Segment assets	分部資產		
Building construction business	建築工程業務	465,804	578,461
Sales of piles	銷售樁柱	15,965	16,709
Renewable energy business	可再生能源業務	69,944	30,543
Elimination of inter-segment receivables	分部間應收款項對銷	(39,567)	(41,161)
		512,146	584,552
Other corporate assets	其他企業資產	3,552	-
Deferred tax assets	遞延稅項資產	2,044	313
Consolidated assets	綜合資產	517,742	584,865
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Segment liabilities	分部負債		
Building construction business	建築工程業務	257,939	244,934
Sales of piles	銷售樁柱	4,163	4,077
Renewable energy business	可再生能源業務	58,462	33,067
Elimination of inter-segment payables	分部間應付款項對銷	(39,567)	(41,161)
		280,997	240,917
Other corporate liabilities	其他公司負債	2,516	1,062
Consolidated liabilities	綜合負債	283,513	241,979

5. 收益及分部資料(續)

(b) 分部資料(續)

分部業績、分部資產及負債(續)

分部資產及負債

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information (continued)

Geographical information

The following tables set out information about the geographical location of (i) the Group's revenue from external customers/tenants and (ii) the Group's property, plant and equipment, right-of-use assets and goodwill ("Specified Non-Current Assets"). The geographical location of customers/tenants is based on the location at which the services were provided or the goods delivered. The geographical location of the Specified Non-Current Assets is based on the physical location of the assets, in the case of property, plant and equipment and right-of-use assets, and the location of the operation to which they are allocated, in the case of goodwill.

Revenue from external customers/tenants:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(營運地點)	205,813	370,961
The PRC	中國	36,732	782
Saipan	塞班	4,335	239,018
		246,880	610,761

Geographical location of the Specified Non-Current Assets:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(營運地點)	8,322	1,557
The PRC	中國	31,543	27,958
Saipan	塞班	75	277
		39,940	29,792

5. 收益及分部資料(續)

(b) 分部資料(續)

地區資料

下表載列有關(i)本集團外部客戶／租戶收益及(ii)本集團的物業、廠房及設備、使用權資產及商譽(「特定非流動資產」)的地理位置資料。客戶／租戶地理位置是基於提供服務或交付貨物的位置而定。特定非流動資產地理位置是基於資產的實際位置(就物業、廠房及設備以及使用權資產而言)以及資產獲分配的營運地點(就商譽而言)而定。

外部客戶／租戶收益：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(營運地點)	205,813	370,961
The PRC	中國	36,732	782
Saipan	塞班	4,335	239,018
		246,880	610,761

特定非流動資產的地理位置：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(營運地點)	8,322	1,557
The PRC	中國	31,543	27,958
Saipan	塞班	75	277
		39,940	29,792

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment information (continued)

Information about major customers

Revenue from customers during the year contributing over 10% of the total revenue of the Group is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Customer A (note) ¹	客戶A(附註) ¹	N/A [#] 不適用 [#]	239,018
Customer B ¹	客戶B ¹	N/A [#] 不適用 [#]	71,346
Customer C ²	客戶C ²	N/A [#] 不適用 [#]	65,834
Customer D ¹	客戶D ¹	40,636	63,765
Customer E ¹	客戶E ¹	46,999	N/A [#] 不適用 [#]
Customer F ¹	客戶F ¹	31,668	N/A [#] 不適用 [#]

[#] The customer did not contribute over 10% of total revenue of the Group during the relevant year.

¹ Revenue related to building construction business segment.

² Revenue related to sales of piles segment.

Note: Dr. Kan Hou Sek, Jim ("Dr. Kan"), a director of the Company and former executive director holds 10% effective interest in Customer A through a private company co-owned by the former controlling shareholders.

5. 收益及分部資料(續)

(b) 分部資料(續)

主要客戶資料

年內來自貢獻本集團總收益超過10%的客戶的收益如下：

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
客戶A(附註) ¹	N/A [#] 不適用 [#]	239,018
客戶B ¹	N/A [#] 不適用 [#]	71,346
客戶C ²	N/A [#] 不適用 [#]	65,834
客戶D ¹	40,636	63,765
客戶E ¹	46,999	N/A [#] 不適用 [#]
客戶F ¹	31,668	N/A [#] 不適用 [#]

[#] 該客戶於相關年度並無貢獻本集團總收益超過10%。

¹ 有關建築工程業務分部的收益。

² 有關銷售樁柱分部的收益。

附註：簡厚錫博士(「簡博士」)，即本公司董事及前執行董事透過一間由前控股股東共同擁有的私人公司持有客戶A的10%實際權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

6. OTHER INCOME

6. 其他收入

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Rental income from lease of machinery	出租機械的租金收入	2,531	375
Forfeited deposits (note)	已沒收訂金(附註)	1,167	-
Bank interest income	銀行利息收入	637	150
Write off of other payables	撇銷其他應付款項	363	-
Government grants	政府補助	443	-
Others	其他	571	216
		5,712	741

Note: Amounts represent deposits forfeited due to the cancellation of construction of solar power systems by a customer.

附註：該款項為一位客戶用於撤銷興建太陽能發電站而沒收的訂金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	500	1,441
Change in fair value of financial asset at FVTPL	按公平值計入損益的金融資產的公平值變動	360	-
Impairment losses of right-of-use assets	使用權資產減值虧損	(1,123)	-
Net foreign exchange (losses) gains	匯兌(虧損)收益淨額	(134)	107
		(397)	1,548

8. FINANCE COSTS

8. 財務成本

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest on bank loans	銀行貸款利息	3,079	3,161
Interest on lease liabilities/obligations under finance leases	租賃負債／融資租賃承擔利息	899	448
Interest on bank overdrafts	銀行透支利息	827	212
		4,805	3,821

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

9. (LOSS) PROFIT BEFORE TAX

9. 除稅前(虧損)溢利

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss) profit before tax has been arrived at after charging (crediting):			
除稅前(虧損)溢利乃經扣除(計入)以下各項後達致：			
(a) Staff costs (including directors' remuneration)	(a) 員工成本 (包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	56,483	93,165
Contributions to defined contribution retirement plans	定額供款退休計劃的供款	1,486	2,553
		57,969	95,718
Less: Amount included in cost of sales	減：計入銷售成本的款項	(36,848)	(71,494)
		21,121	24,224
(b) Other items	(b) 其他項目		
Depreciation of right-of-use assets	使用權資產折舊	6,632	N/A 不適用
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,153	3,780
Less: Amount included in cost of sales	減：計入銷售成本的款項	(1,420)	(2,698)
		6,365	1,082
Operating lease charges: minimum lease payments in respect of leasing of properties	經營租賃支出：租賃物業的最低租金款項	N/A 不適用	5,229
Less: Amount included in cost of sales	減：計入銷售成本的款項	N/A 不適用	(553)
		N/A 不適用	4,676
Cost of inventories recognised as expense	確認為開支的存貨成本	2,466	54,459
Auditors' remuneration	核數師酬金	1,900	2,780

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

10. INCOME TAX (CREDIT) EXPENSE AND DEFERRED TAX

10. 所得稅(抵免)開支及遞延稅項

(a) Income tax (credit) expense

(a) 所得稅(抵免)開支

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Income tax (credit) expense comprises: 所得稅(抵免)開支包括：			
Hong Kong Profits Tax:	香港利得稅：		
Provision for the year	年內撥備	439	3,663
Underprovision in prior years	過往年度撥備不足	-	76
The PRC Enterprise Income Tax:	中國企業所得稅：		
Provision for the year	年內撥備	62	-
		501	3,739
Deferred tax	遞延稅項	(1,731)	736
		(1,230)	4,475

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

No provision for income tax expense outside Hong Kong and the PRC as the Group's subsidiaries outside Hong Kong and the PRC either did not have assessable profits or have tax credits in excess of assessable profits during the year in the relevant jurisdiction.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。該條例草案於2018年3月28日經簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格法團首2百萬港元溢利的稅率為8.25%，而超過2百萬港元的溢利稅率為16.5%。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，中國附屬公司兩個年度的稅率為25%。

由於年內本集團香港及中國境外的附屬公司並無於相關司法權區產生應課稅溢利或有超出應課稅溢利的稅項抵免，故並無就香港及中國境外的所得稅開支作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

10. INCOME TAX (CREDIT) EXPENSE AND DEFERRED TAX (continued)

(a) Income tax expense (continued)

The tax (credit) charge for the year can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss) profit before tax	除稅前(虧損)溢利	(109,368)	21,869
Tax at the domestic income tax rate of 16.5% (2018: 16.5%)	按本地所得稅率16.5% (2018年: 16.5%)徵稅	(18,046)	3,709
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	1,066	1,723
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(149)	(1,110)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	16,313	-
Statutory tax concession	法定稅務優惠	(20)	(60)
Underprovision in respect of prior years	過往年度撥備不足	-	76
Effect of different tax rate of subsidiaries operating in other jurisdictions	在其他司法權區經營的附屬公司不同稅率的影響	(394)	-
Others	其他	-	137
Income tax (credit) expense for the year	年內所得稅(抵免)開支	(1,230)	4,475

10. 所得稅(抵免)開支及遞延稅項 (續)

(a) 所得稅開支(續)

綜合損益及其他全面收益表中除稅前(虧損)溢利與年度稅項(抵免)支出之對賬如下:

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

10. INCOME TAX (CREDIT) EXPENSE AND DEFERRED TAX (continued)

(b) Deferred tax

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances before offsetting:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	2,121	461
Deferred tax liabilities	遞延稅項負債	(77)	(148)
		2,044	313

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

		ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於2018年1月1日	(401)	(648)	-	(1,049)
(Credit) charge to profit or loss	(計入)扣自損益	(60)	796	-	736
At 31 December 2018	於2018年12月31日	(461)	148	-	(313)
Credit to profit or loss	計入損益	(37)	(71)	(1,623)	(1,731)
At 31 December 2019	於2019年12月31日	(498)	77	(1,623)	(2,044)

10. 所得稅(抵免)開支及遞延稅項 (續)

(b) 遞延稅項

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已互相抵銷。就抵銷前的遞延稅項結餘分析如下：

已確認的主要遞延稅項負債及資產以及其於本年度及過往年度的變動如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

10. INCOME TAX EXPENSE AND DEFERRED TAX

(continued)

(b) Deferred tax (continued)

At the end of the reporting period, the Group has unused tax losses of HK\$108,710,000 (2018: nil) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$9,836,000 (2018: nil) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$98,874,000 (2018: nil) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$7,392,000 (2018: nil) that will expire in 2024. Other losses may be carried forward indefinitely.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$12,293,000 (2018: HK\$7,452,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

10. 所得稅開支及遞延稅項(續)

(b) 遞延稅項(續)

於報告期末，本集團可供抵銷未來溢利的未動用稅項虧損為108,710,000港元(2018年：無)。已就有關該等虧損9,836,000港元(2018年：無)確認遞延稅項資產。鑒於未能預測日後溢利來源，故並無就有關餘額98,874,000港元(2018年：無)確認遞延稅項資產。計入未確認稅項虧損的虧損7,392,000港元(2018年：無)將於2024年屆滿。其他虧損可無限期地結轉。

根據中國企業所得稅法，自2008年1月1日起，就中國附屬公司賺取的溢利所宣派的股息須繳納預扣稅。本集團並無就中國附屬公司累計溢利12,293,000港元(2018年：7,452,000港元)的暫時差額在綜合財務報表計提遞延稅項撥備，原因是本集團能夠控制撥回暫時差額的時間，亦有可能不會在可見未來撥回暫時差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS

(a) Directors' emoluments

Directors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

11. 董事及僱員酬金

(a) 董事酬金

根據適用上市規則及香港《公司條例》披露的本年度董事酬金如下：

		For the year ended 31 December 2019 截至2019年12月31日止年度			
		Directors' fees	Salaries and allowance	Retirement scheme contribution	Total
		董事袍金	薪金及津貼	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors (note i)	執行董事(附註i)				
Mr. Wu Rui ("Mr. Wu") (note x)	吳瑞先生(「吳先生」) (附註x)	-	-	-	-
Dr. Ho Chun Kit Gregory ("Dr. Ho") (notes iv & x)	何俊傑博士(「何博士」) (附註iv及x)	-	-	-	-
Mr. Lee Kai Lun	利啟麟先生	-	1,200	-	1,200
Mr. Guo Jianfeng ("Mr. Guo") (note viii)	郭劍峰先生(「郭先生」) (附註viii)	-	1,280	17	1,297
Mr. Lee Sai Man (note vi)	李世民先生(附註vi)	-	364	6	370
Dr. Kan (note vii)	簡博士(附註vii)	-	637	11	648
Mr. Wong Siu Kwai (note vi)	黃紹桂先生(附註vi)	-	364	6	370
Mr. Kwong Po Lam ("Mr. Kwong") (note vi)	鄭保林先生(「鄭先生」) (附註vi)	-	400	6	406
Non-executive Directors (note ii)	非執行董事(附註ii)				
Ms. Du Yi (note xi)	杜毅女士(附註xi)	-	-	-	-
Ms. Yip Man Shan (note xi)	葉文珊女士(附註xi)	-	-	-	-
Independent Non-executive Directors (note iii)	獨立非執行董事(附註iii)				
Ms. Ng Yi Kum, Estella (note xii)	伍綺琴女士(附註xii)	129	-	-	129
Mr. Wong Wing Cheong, Philip (note xii)	黃永昌先生(附註xii)	129	-	-	129
Dr. Tang Dajie (note xii)	湯大杰博士(附註xii)	129	-	-	129
Mr. Fan Siu Kay (note ix)	樊紹基先生(附註ix)	130	-	-	130
Mr. Leung William Wai Kai (note ix)	梁煒佳先生(附註ix)	130	-	-	130
Mr. Lo Chi Leung (note ix)	盧志良先生(附註ix)	130	-	-	130
Total	總計	777	4,245	46	5,068

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS 11. 董事及僱員酬金(續)

(continued)

(a) Directors' emoluments (continued)

(a) 董事酬金(續)

		For the year ended 31 December 2018 截至2018年12月31日止年度			
		Directors' fees	Salaries and allowance	Retirement scheme contribution	Total
		董事袍金	薪金及津貼	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors (note i)	執行董事(附註i)				
Mr. Lee Sai Man (note vi)	李世民先生(附註vi)	-	1,183	18	1,201
Dr. Kan (note vii)	簡博士(附註vii)	-	1,183	18	1,201
Mr. Wong Siu Kwai (note vi)	黃紹桂先生(附註vi)	-	1,183	18	1,201
Mr. Lee Kai Lun	利啟麟先生	-	1,300	-	1,300
Mr. Kwong (note vi)	鄭先生(附註vi)	-	1,300	18	1,318
Mr. Guo (notes v & viii)	郭先生(附註v & viii)	-	669	52	721
Independent Non-Executive Directors (note iii)	獨立非執行董事(附註iii)				
Mr. Fan Siu Kay (note ix)	樊紹基先生(附註ix)	240	-	-	240
Mr. Leung William Wai Kai (note ix)	梁煒佳先生(附註ix)	240	-	-	240
Mr. Lo Chi Leung (note ix)	盧志良先生(附註ix)	240	-	-	240
Total	總計	720	6,818	124	7,662

Notes:

- (i) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Group.
- (ii) The non-executive directors' emoluments shown above were for their services as directors of the Company.
- (iii) The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (iv) Dr. Ho was appointed as the chief executive officer of the Company on 26 April 2019.

附註：

- (i) 上文所示執行董事的酬金乃關於彼等管理本集團事務所提供的服務。
- (ii) 上文所示非執行董事的酬金乃關於彼等出任本公司董事所提供的服務。
- (iii) 上文所示獨立非執行董事的酬金乃關於彼等出任本公司董事所提供的服務。
- (iv) 何博士於2019年4月26日獲委任為本公司行政總裁。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS 11. 董事及僱員酬金(續)

(continued)

(a) Directors' emoluments (continued)

Notes: (continued)

- (v) During the years ended 31 December 2019 and 2018, certain emoluments of Mr. Guo was paid by 南京忠天翼暉新能源科技有限公司, a subsidiary of the Company.
- (vi) Resigned as executive director on 26 April 2019.
- (vii) Resigned as executive director on 24 July 2019.
- (viii) Appointed as executive director on 6 July 2018.
- (ix) Resigned as independent non-executive director on 16 July 2019.
- (x) Appointed as executive director on 26 April 2019.
- (xi) Appointed as non-executive director on 26 April 2019.
- (xii) Appointed as independent non-executive director on 16 July 2019.

No director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2019 and 2018. Except for Mr. Wu, Dr. Ho and Mr. Guo, no other directors waived or agreed to waive any emoluments during the year ended 31 December 2019 and 2018.

The Company has adopted a share option scheme on 23 June 2017. There were no options granted for the purchase of ordinary shares in the Company during the year ended 31 December 2019 and 2018.

(a) 董事酬金(續)

附註：(續)

- (v) 於截至2019年及2018年12月31日止年度，郭先生的若干酬金由本公司附屬公司南京忠天翼暉新能源科技有限公司支付。
- (vi) 於2019年4月26日辭任執行董事。
- (vii) 於2019年7月24日辭任執行董事。
- (viii) 於2018年7月6日獲委任為執行董事。
- (ix) 於2019年7月16日辭任獨立非執行董事。
- (x) 於2019年4月26日獲委任為執行董事。
- (xi) 於2019年4月26日獲委任為非執行董事。
- (xii) 於2019年7月16日獲委任為獨立非執行董事。

於截至2019年及2018年12月31日止年度內，本集團並無向董事支付任何酬金，作為加入本集團或於加入時的聘金或作為離職補償。除吳先生、何博士及郭先生外，於截至2019年及2018年12月31日止年度內，並無其他董事放棄或同意放棄收取任何酬金。

本公司於2017年6月23日採納一項購股權計劃。於截至2019年及2018年12月31日止年度概無授出購股權以購買本公司的普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' AND EMPLOYEE'S EMOLUMENTS 11. 董事及僱員酬金(續)

(continued)

(b) Emoluments of the five highest paid individuals

The five highest paid individuals of the Group included two directors (2018: five directors), details of whose emoluments are set out in note 11(a) above. Details of the remuneration for the year of the remaining three (2018: nil) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019 2019年 HK\$'000 千港元
Salaries and allowance	薪金及津貼	3,734
Retirement scheme contribution	退休計劃供款	54
		3,788

Note: The remaining three highest paid employees were former executive directors. They resigned as executive directors but remained as employees of the Group during the year ended 31 December 2019. The remuneration shown above were for their services as executive directors of the Company and employees of the Group during the year ended 31 December 2019.

The remuneration are within the following bands:

		2019 No. of employees 2019年 員工數目
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1
		3

(b) 五名最高薪人士的酬金

本集團五名最高薪人士包括兩名董事(2018年：五名董事)，其酬金的詳情載於上文附註11(a)。本年度餘下三名(2018年：無)非本公司董事或最高行政人員的最高薪人士的酬金詳情如下：

附註：餘下三名最高薪人士為前執行董事。於截至2019年12月31日止年度，彼等辭任執行董事，惟仍為本集團的僱員。上述酬金乃彼等於截至2019年12月31日止年度作為本公司執行董事及本集團僱員的酬金。

薪酬介乎於下列範圍內：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

12. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during 2019 and 2018, nor has any dividend been proposed since the end of the reporting periods.

13. (LOSS) EARNINGS PER SHARE

(a) Basic (loss) earnings per share

For the year ended 31 December 2019, the calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of HK\$108,138,000 and the weighted average of 612,000,000 ordinary shares.

For the year ended 31 December 2018, the calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$17,394,000 and the weighted average of 566,794,521 ordinary shares.

12. 股息

於2019年及2018年，概無向本公司普通股股東支付或建議宣派股息，而自報告期末後概無建議派付任何股息。

13. 每股(虧損)盈利

(a) 每股基本(虧損)盈利

截至2019年12月31日止年度，每股基本虧損乃按照本公司權益股東應佔虧損108,138,000港元及普通股加權平均數612,000,000股計算。

截至2018年12月31日止年度，每股基本盈利乃基於本公司權益股東應佔溢利17,394,000港元及普通股加權平均數566,794,521股計算。

		2019 2019年	2018 2018年
Weighted average number of ordinary shares	普通股加權平均數		
Issued ordinary shares at 1 January	於1月1日的 已發行普通股	612,000,000	512,000,000
Effect of placing of new shares (note 26(a))	配售新股份的影響 (附註26(a))	-	54,794,521
Weighted average number of ordinary shares	普通股加權平均數	612,000,000	566,794,521

(b) Diluted (loss) earnings per share

There were no potential dilutive shares in existence during the years ended 31 December 2019 and 2018 and, therefore, no diluted (loss) earnings per share were presented.

(b) 每股攤薄(虧損)盈利

於截至2019年及2018年12月31日止年度，並不存在具潛在攤薄效應的股份，故並無呈列每股攤薄(虧損)盈利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Plant and machinery 廠房及 機械 HK\$'000 千港元	Solar power system 太陽能 發電站 HK\$'000 千港元	Furniture and fixtures 家具及 裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST							
At 1 January 2018	於2018年1月1日	106,021	-	3,306	1,464	141	110,932
Disposals	出售	(2,228)	-	-	-	-	(2,228)
Additions through acquisition of subsidiaries	透過收購附屬公司添置	-	6,580	-	-	17	6,597
Additions	添置	-	94	118	206	-	418
Exchange adjustments	匯兌調整	-	(247)	-	2	(2)	(247)
At 31 December 2018	於2018年12月31日	103,793	6,427	3,424	1,672	156	115,472
Adjustment upon application of HKFRS 16	於應用香港財務報告準則第16號後的調整	-	(5,130)	-	(206)	-	(5,336)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	103,793	1,297	3,424	1,466	156	110,136
Disposals	出售	(14,259)	-	-	(211)	-	(14,470)
Additions	添置	-	-	675	-	25	700
Exchange adjustments	匯兌調整	-	(43)	(4)	-	(1)	(48)
At 31 December 2019	於2019年12月31日	89,534	1,254	4,095	1,255	180	96,318
ACCUMULATED DEPRECIATION							
At 1 January 2018	於2018年1月1日	102,569	-	1,934	1,074	88	105,665
Charge for the year	年內扣除	2,880	158	521	192	29	3,780
Eliminated on disposals	於出售時對銷	(2,084)	-	-	-	-	(2,084)
Exchange adjustments	匯兌調整	-	(10)	-	-	(1)	(11)
At 31 December 2018	於2018年12月31日	103,365	148	2,455	1,266	116	107,350
Adjustment upon application of HKFRS 16	於應用香港財務報告準則第16號後的調整	-	(120)	-	(17)	-	(137)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	103,365	28	2,455	1,249	116	107,213
Charge for the year	年內扣除	385	61	534	143	30	1,153
Eliminated on disposals	於出售時對銷	(14,259)	-	-	(211)	-	(14,470)
Exchange adjustments	匯兌調整	-	10	-	-	(1)	9
At 31 December 2019	於2019年12月31日	89,491	99	2,989	1,181	145	93,905
NET BOOK VALUE							
At 31 December 2019	於2019年12月31日	43	1,155	1,106	74	35	2,413
At 31 December 2018	於2018年12月31日	428	6,279	969	406	40	8,122

Note: As at 31 December 2019, certain plant and machinery, furniture and fixtures, motor vehicles and office equipment with gross carrying amounts of HK\$86,631,000 (2018: 86,455,000), were fully depreciated but still in use.

附註：於2019年12月31日，若干賬面總值為86,631,000港元(2018年：86,455,000港元)之廠房及機械、家具及裝置、汽車以及辦公室設備已悉數折舊，惟仍處於使用中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis at the following useful lives:

Plant and machinery	3 to 4 years
Solar power system	20 years
Furniture and fixtures	5 years
Motor vehicles	5 years
Office equipment	5 years

Assets held under finance leases

As at 31 December 2018, certain motor vehicles and a solar power system were under finance leases and their net book value is analysed as follows:

		2018 2018年 HK\$'000 千港元
Cost – Capitalised finance lease	成本－資本化融資租賃	5,336
Accumulated depreciation	累計折舊	(137)
Net book value	賬面淨值	5,199

As at 31 December 2018, the finance lease of a solar power system granted to the Group was secured by:

- (i) trade receivables of HK\$141,000;
- (ii) registered capital of a wholly-owned subsidiary amounted to RMB10,000,000; and
- (iii) a guarantee by the wholly-owned subsidiary in (ii) above and Dr. Ho.

On application of HKFRS 16, at 1 January 2019, the above assets held under finance leases have been reclassified to right-of-use assets.

The Group as lessor

The Group leases out its entire solar power system under operating leases. The lease run for 20 years. The lease represents variable lease payment. Details of variable lease payment one set out in note 5(a).

14. 物業、廠房及設備(續)

上述物業、廠房及設備項目經計及剩餘價值後按以下可使用年期以直線法折舊：

廠房及機械	3至4年
太陽能發電站	20年
家具及裝置	5年
汽車	5年
辦公室設備	5年

根據融資租賃持有的資產

於2018年12月31日，若干汽車及太陽能發電站乃根據融資租賃持有，而彼等的賬面淨值分析如下：

		2018 2018年 HK\$'000 千港元
Cost – Capitalised finance lease	成本－資本化融資租賃	5,336
Accumulated depreciation	累計折舊	(137)
Net book value	賬面淨值	5,199

於2018年12月31日，授予本集團的太陽能發電站融資租賃乃以下列各項作抵押：

- (i) 貿易應收款項141,000港元；
- (ii) 一間全資附屬公司的註冊資本人民幣10,000,000元；及
- (iii) 上文(ii)所述全資附屬公司及何博士作出的擔保。

於2019年1月1日採納香港財務報告準則第16號時，上述根據融資租賃持有的資產已重新分類為使用權資產。

本集團作為出租人

本集團根據經營租賃出租其整個太陽能發電站。租約有效期為20年。租賃乃可變租賃付款。可變租賃付款詳情載於附註5(a)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

15. RIGHT-OF-USE ASSETS

15. 使用權資產

		Properties 物業 HK\$'000 千港元	Solar power system 太陽能發電站 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於2019年1月1日				
Carrying amount	賬面值	4,287	5,010	189	9,486
As at 31 December 2019	於2019年12月31日				
Carrying amount	賬面值	10,582	4,673	602	15,857
For the year ended 31 December 2019	截至2019年12月31日 止年度				
Additions to right-of-use assets	向使用權資產添置	13,711	-	470	14,181
Depreciation charge	折舊支出	(6,322)	(253)	(57)	(6,632)
Exchange adjustments	匯兌調整	29	(84)	-	(55)
Impairment losses	減值虧損	(1,123)	-	-	(1,123)
Total short-term lease payments	短期租賃付款總額				3,170
Total sub-lease income	分租收入總額				646
Total cash outflow for leases (note)	租賃現金流出總額(附註)				13,246

Note: Amount includes payments of principal and interest portion of lease liabilities and short-term lease payments.

附註：金額包括租賃負債及短期租賃付款的本金及利息部分之付款。

During the year, the Group recognised impairment losses of HK\$1,123,000 (2018: nil) on certain of its right-of-use assets in relation to properties used for the Project, as the estimated recoverable amount is less than the carrying value of the right-of-use asset.

於年內，由於估計可收回金額少於使用權資產之賬面值，故本集團就有關該項目所用物業之其若干使用權資產確認減值虧損1,123,000港元(2018年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

15. RIGHT-OF-USE ASSETS (continued)

As at 31 December 2019, the solar power system was secured by:

- (i) trade receivables of HK\$88,000;
- (ii) registered capital of a wholly-owned subsidiary amounted to RMB10,000,000; and
- (iii) a guarantee by the wholly-owned subsidiary in (ii) above and Dr. Ho.

Lease liabilities of HK\$ 17,086,000 are recognised with related right-of-use assets of HK\$15,857,000 as at 31 December 2019. The lease agreements do not impose any covenants other than those set out above and the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

For both years, the Group leases properties, solar power system and motor vehicles for its operations. Lease contracts are entered into for fixed term of 1 to 20 years. Leases of solar power system and motor vehicles were previously accounted as finance leases. The Group sub-leases the solar power system under an operating lease. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for equipment and properties. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short term lease expenses disclosed above.

15. 使用權資產(續)

於2019年12月31日，太陽能發電站乃以下列各項作抵押：

- (i) 貿易應收款項88,000港元；
- (ii) 一間全資附屬公司的註冊資本人民幣10,000,000元；及
- (iii) 上文(ii)所述全資附屬公司及何博士作出的擔保。

於2019年12月31日，確認租賃負債17,086,000港元連同相關使用權資產15,857,000港元。除上文所載者及出租人所持租賃資產的抵押權益外，租賃協議當中並無任何契約。租賃資產不得用作借款抵押。

於兩個年度，本集團就其營運租賃物業、太陽能發電站及汽車。租賃合約乃按1至20年固定租期訂立。太陽能發電站及汽車之租賃先前列作融資租賃入賬。本集團根據經營租賃分租太陽能發電站。租期乃按個別基準磋商，並包括不同條款及條件。於釐定租期及評估不可撤銷期間之長短時，本集團已應用合約的定義並釐定合約可強制執行的期間。

本集團定期為設備及物業訂立短期租賃。於2019年12月31日，短期租賃組合類似於上述披露的短期租賃開支的短期租賃組合。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

16. OTHER NON-CURRENT ASSETS

In May 2019, the Group entered into a life insurance contract with an insurance company to insure Dr. Kan, a shareholder and a former executive director of the Company. Under the contract, the beneficiary and contract holder is Win Win Way Construction Co. Ltd (“WWWC”), a wholly-owned subsidiary of the Company, and the total insured sum is US\$5,000,000 (approximately HK\$39,000,000).

WWWC paid a gross premium of approximately US\$3,090,000 (approximately HK\$24,102,000), including an investment component amounting to approximately US\$2,905,000 (approximately HK\$22,656,000) and a prepayment component amounting to approximately US\$185,000 (approximately HK\$1,446,000). WWWC may request a partial surrender or full surrender of the contract at any time and receive cash back based on the value of the contract at the date of withdrawal, which is determined by the gross premium paid at inception plus accumulated guaranteed interest earned and minus insurance premium charged at inception. If such withdrawal is made at any time during the first to the eighteenth year, a pre-determined specified surrender charge would be imposed.

The insurance company will pay WWWC a guaranteed interest of 4.25% per annum for the first year, followed by minimum guaranteed return of 2% per annum for the following years, with the actual return determined at the discretion of the insurance company.

At the inception date, the gross premium was separated into the investment component of a life insurance contract and prepayment of life insurance premium. Investment component for a life insurance contract is classified as a financial asset at FVTPL, as contractual rights to cash flows do not represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. Prepayment of life insurance premium is amortised on straight-line over the estimated life insurance contract. At 31 December 2019, the fair value of investment component of a life insurance contract was HK\$23,016,000 while the carrying amount of prepayment of premium was HK\$1,393,000.

16. 其他非流動資產

於2019年5月，本集團與一間保險公司訂立一份人壽保險合約，為股東及本公司前執行董事簡博士投保。根據合約，受益人及合約持有人為本公司之全資附屬公司恆誠建築工程有限公司（「恆誠建築」），而投保總額為5,000,000美元（約39,000,000港元）。

恆誠建築已支付總保費約3,090,000美元（約24,102,000港元），包括投資部分約2,905,000美元（約22,656,000港元）及預付部分約185,000美元（約1,446,000港元）。恆誠建築可隨時要求部分終止或全面終止合約，並基於退保當日合約的現金價值收回現金，有關現金價值乃按投保時已付保費總額加已賺取累計保證利息減已繳保費計算。倘於第一至十八年期間任何時間退保，將收取事先釐定的特定退保手續費。

就第一年而言，保險公司將向恆誠建築支付按年利率4.25%計算之保證利息，其後年度則以保證最低年回報保證2%支付，實際回報由保險公司自行決定。

於受保日起，總保費已劃分為人壽保險合約之投資部分及預付人壽保險保單費用。人壽保險合約的投資部分獲分類為按公平值計入損益的金融資產，乃由於按合約權利的現金流並沒有反映單純按未支付本金的本金及利息付款的合約現金流。人壽保險保單費用之預付款項乃按直線法於估計人壽保險合約攤銷。於2019年12月31日，人壽保險合約之投資部分的公平值為23,016,000港元，而預付保單費用的賬面值為1,393,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

16. OTHER NON-CURRENT ASSETS (continued)

As at 31 December 2019, the directors of the Company considered the Group will not terminate the life insurance contract within twelve months from the end of the reporting period and the balance is therefore classified as non-current assets.

As at 31 December 2019, the expected life of the life insurance contract was remained unchanged from the date of the initial recognition and the directors of the Company considered the chance of exercising the option to surrender the life insurance contract is remote. The financial impact of the option to terminate the contract was insignificant.

At the end of the reporting period, the life insurance contract has been assigned to secure the banking facilities granted to the Group.

16. 其他非流動資產(續)

於2019年12月31日，本公司董事認為本集團將不會於報告期末起計十二個月內終止人壽保險合約，因此結餘獲分類為非流動資產。

於2019年12月31日，人壽保險合約的預計年期於初步確認日期起維持不變，本公司董事認為行使選擇權終止人壽保險合約的機會微乎其微。終止合約的選擇權對財務影響不大。

於報告期末，人壽保險合約已獲轉讓以擔保授予本集團的銀行信貸。

17. GOODWILL

17. 商譽

		HK\$'000 千港元
COST	成本	
At 1 January 2018	於2018年1月1日	-
Acquisition to subsidiaries (note 25)	收購附屬公司(附註25)	22,522
Exchange adjustment	匯兌調整	(852)
<hr/>		
At 31 December 2018 and 31 December 2019	於2018年12月31日及2019年12月31日	21,670
<hr/>		
CARRYING AMOUNT	賬面值	
At 31 December 2018 and 31 December 2019	於2018年12月31日及2019年12月31日	21,670

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

17. GOODWILL (continued)

Impairment test for cash-generating unit containing goodwill

Goodwill is allocated to the Group's cash-generating unit ("CGU") identified according to country of operation and operating segment as follows:

Construction projects of renewable energy systems	興建可再生能源發電站項目
- PRC	- 中國

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial forecasts approved by management covering a period of five years. Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 2% (2018: 1%). The cash flows are discounted using a discount rate of 24% (2018: 25%), which reflects specific risks relating to the segment.

In view that the recoverable amount exceeds the carrying amount of the above CGU, there is no impairment of goodwill allocated to the above CGU during the year ended 31 December 2019 and 2018.

In the opinion of directors, any reasonably possible change in any of these assumption would not cause the aggregate carrying amount of the CGU to exceed the recoverable amount.

17. 商譽(續)

包含商譽的現金產生單位的減值測試

商譽按照經營所在國家及經營分部分配至本集團已識別的現金產生單位(「現金產生單位」)如下：

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Construction projects of renewable energy systems		
- PRC	21,670	21,670

現金產生單位的可收回金額乃按使用價值計算法釐定。該等計算法使用基於經管理層批准的五年期財務預測的現金流預測。五年期後的現金流使用估計增長率2%推算(2018年：1%)。現金流使用反映分部特定風險的貼現率24%(2018年：25%)貼現。

由於可收回金額超過上述現金產生單位的賬面值，於截至2019年及2018年12月31日止年度，分配至上述現金產生單位的商譽並無任何減值。

董事認為，任何該等假設的任何合理可能之變動均不會令該等現金產生單位之賬面總值超過可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

18. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name of company 公司名稱	Place of incorporation 註冊成立地點	Issued/paid up capital 已發行/繳足股本	Proportion of ownership interest Group's effective interest 擁有權百分比 本集團的實際權益		Principal activities 主要業務
			2019 2019年	2018 2018年	
WWWC 恆誠建築	Hong Kong 香港	HK\$81,636,000 81,636,000港元	100%	100%	Construction and engineering 建築及工程
Smart City Engineering Limited 駿城工程有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Construction and engineering 建築及工程
Win Win Way Materials Supply Limited 恆誠物料有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Trading of piles 樁柱買賣
Win Win Way Construction Co., (Saipan) Inc.	Saipan 塞班	US\$200,000 200,000美元	100%	100%	Construction and engineering 建築及工程
江蘇忠天暉新能源科技有限公司*	The PRC 中國	RMB9,016,000 人民幣9,016,000元	100%	100%	Construction and engineering 建築及工程
四川亞飛工程設計有限公司*	The PRC 中國	Nil 無	100%	100%	Construction and engineering 建築及工程
南京忠天翼暉新能源科技有限公司*	The PRC 中國	RMB3,014,000 人民幣3,014,000元	100%	100%	Construction and engineering 建築及工程
南京恆翼暉新能源科技有限公司*	The PRC 中國	RMB630,000 人民幣630,000元	100%	100%	Leasing of solar power system 租賃太陽能發電站

* Wholly owned domestic limited liability enterprise established in the PRC.

The above subsidiaries are indirectly held by the Company.

None of the subsidiaries had issued any debt securities at any time during both years or outstanding at 31 December 2019 and 2018.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

18. 本公司主要附屬公司詳情

本公司於報告期末直接及間接持有的附屬公司詳情如下。

Name of company 公司名稱	Place of incorporation 註冊成立地點	Issued/paid up capital 已發行/繳足股本	Proportion of ownership interest Group's effective interest 擁有權百分比 本集團的實際權益		Principal activities 主要業務
			2019 2019年	2018 2018年	
WWWC 恆誠建築	Hong Kong 香港	HK\$81,636,000 81,636,000港元	100%	100%	Construction and engineering 建築及工程
Smart City Engineering Limited 駿城工程有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Construction and engineering 建築及工程
Win Win Way Materials Supply Limited 恆誠物料有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Trading of piles 樁柱買賣
Win Win Way Construction Co., (Saipan) Inc.	Saipan 塞班	US\$200,000 200,000美元	100%	100%	Construction and engineering 建築及工程
江蘇忠天暉新能源科技有限公司*	The PRC 中國	RMB9,016,000 人民幣9,016,000元	100%	100%	Construction and engineering 建築及工程
四川亞飛工程設計有限公司*	The PRC 中國	Nil 無	100%	100%	Construction and engineering 建築及工程
南京忠天翼暉新能源科技有限公司*	The PRC 中國	RMB3,014,000 人民幣3,014,000元	100%	100%	Construction and engineering 建築及工程
南京恆翼暉新能源科技有限公司*	The PRC 中國	RMB630,000 人民幣630,000元	100%	100%	Leasing of solar power system 租賃太陽能發電站

* 於中國成立的全資國內有限公司。

上述附屬公司由本公司間接持有。

於2019年及2018年12月31日，概無附屬公司於任何時間已發行任何債務證券，或於兩個年度已發行任何尚未行使債務證券。

上表列出本公司董事認為主要影響本集團業績或資產及負債之本公司附屬公司。本公司董事認為，提供其他附屬公司的詳情會導致篇幅過於冗長。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

19. TRADE AND OTHER RECEIVABLES

19. 貿易及其他應收款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade receivables (note (i))	貿易應收款項(附註(i))	214,073	93,550
Less: Allowance for credit losses (note (ii))	減：信貸虧損撥備 (附註(ii))	(66,134)	(145)
		147,939	93,405
Deposits (note (ii))	按金(附註(ii))	6,671	4,544
Prepayments	預付款項	4,033	2,025
Other receivables (notes (ii) and (iii))	其他應收款項 (附註(ii)及(iii))	12,354	45,698
		170,997	145,672
Analysis for reporting purpose as Non-current assets	就申報而言的分析 非流動資產	1,970	545
Current assets	流動資產	169,027	145,127
		170,997	145,672

Notes:

- (i) As at 1 January 2018, trade receivables from contracts with customers amounted to HK\$58,987,000.
- (ii) Details of impairment assessment of trade receivables, other receivables and deposits are set out in note 27.
- (iii) As at 31 December 2019, included in the other receivables was an aggregate amount of HK\$5,448,000 (2018: HK\$39,784,000) representing the Group's payment on behalf of the Customer A for certain expenses (2018: purchase of materials and certain expenses). As at date of this report, the balance was fully repaid.

附註：

- (i) 於2018年1月1日，來自與客戶合約的貿易應收款項為58,987,000港元。
- (ii) 貿易應收款項、其他應收款項及按金減值評估之詳情載於附註27。
- (iii) 於2019年12月31日，其他應收款項包括本集團代客戶A支付的若干開支(2018年：購買材料的款項及若干開支)合共5,448,000港元(2018年：39,784,000港元)。於本報告日期，該結餘已悉數償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

19. TRADE AND OTHER RECEIVABLES (continued)

Ageing analysis

The following is an ageing analysis of trade receivables (net of allowance for credit losses) presented based on the certificate date whilst revenue relating to substantially all of these trade receivables are recognised over time:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 1 month	1個月內	19,926	27,342
1 to 2 months	1至2個月	12,334	3,658
2 to 3 months	2至3個月	977	4,872
Over 3 months	3個月以上	114,702	57,533
		147,939	93,405

Trade debtors are normally due within 0 - 60 days from invoice date. The Group does not hold any collateral over these balances.

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$115,679,000 (2018: HK\$62,405,000) which are past due as at the reporting date. Out of the past due balances, HK\$114,702,000 (2018: HK\$56,910,000) has been past due 90 days or more. Except for HK\$10,751,000 (2018: HK\$56,910,000) is not considered as in default due to the customers have a good track record with the Group, the remaining are credit-impaired.

Details of impairment assessment on trade and other receivables for the years ended 31 December 2019 and 2018 are set out in note 27.

19. 貿易及其他應收款項(續)

賬齡分析

按證明日期呈列的貿易應收款項(扣除信貸虧損撥備)(而與絕大部分該等貿易應收款項有關的收益均隨時間確認)之賬齡分析如下:

應收貿易賬款一般於發票日期起計0至60日內到期。本集團並無就該等結餘持有任何抵押品。

於2019年12月31日，計入本集團貿易應收款項結餘為賬面總額115,679,000港元(2018年：62,405,000港元)的應收賬款，有關款項於報告日期已逾期。在已逾期結餘中，114,702,000港元(2018年：56,910,000港元)已逾期90日或以上。除10,751,000港元(2018年：56,910,000港元)並不被視為違約外，原因是客戶與本集團有良好往績記錄，餘下結餘已信貸減值。

有關截至2019年及2018年12月31日止年度的貿易及其他應收款項之減值評估詳情載列於附註27。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Contract assets arising from performance under	產生自履約的合約資產		
– building construction business	– 建築工程業務	234,380	359,218
– renewable energy business	– 可再生能源業務	29,587	–
		263,967	359,218
Less: Allowance for credit losses	減：信貸虧損撥備	(24,958)	(2,650)
		239,009	356,568

As at 1 January 2018, contract assets amounted to HK\$320,472,000.

A contract asset represents the Group's right to consideration for work performed that is not yet unconditional. Contract assets are transferred to trade receivables when the rights to consideration become unconditional.

The Group's construction contracts normally include payment schedules which require stage payments over the construction period once milestones are reached. The Group also typically agrees to a one to two years retention period for 5% to 10% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the Group's work satisfactorily passing inspection.

20. 合約資產及合約負債

(a) 合約資產

於2018年1月1日，合約資產為320,472,000港元。

合約資產指本集團就已完成惟尚未成為無條件的工作收取代價之權利。當收取代價之權利成為無條件時，合約資產轉移至貿易應收款項。

本集團的建築合約通常載有付款時間表，規定於建築期內達成若干里程碑時分階段付款。本集團通常亦同意一至兩年的保存期，保留金為合約價值的5%至10%。由於本集團享有該等最終付款的權利須待本集團的工程令人滿意地通過檢驗後方可作實，故此金額計入合約資產，直至保存期結束為止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(a) Contract assets (continued)

Included in carrying amounts of contract assets as stated above comprise retentions receivable of HK\$58,589,000 (2018: HK\$86,054,000) as at 31 December 2019.

The retention receivables that is expected to be recovered within one year and after one year is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within one year	一年內	10,244	19,831
After one year	一年後	48,345	66,223
		58,589	86,054

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

Details of the impairment assessment on contact assets for the years ended 31 December 2019 and 2018 are set out in note 27.

20. 合約資產及合約負債(續)

(a) 合約資產(續)

於2019年12月31日，計入上述合約資產的賬面值包括應收保留金58,589,000港元(2018年：86,054,000港元)。

預期於一年內及一年後收回的應收保留金如下：

由於本集團預期會於正常營運週期內變現合約資產，故本集團將該等合約資產分類為流動。

截至2019年及2018年12月31日止年度的合約資產減值評估詳情載於附註27。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Contract liabilities arising from billings in advance of performance under	產生自履約前付款的合約負債		
– building construction business	– 建築工程業務	16,232	5,238
– renewable energy business	– 可再生能源業務	768	–
		17,000	5,238

As at 1 January 2018, contract liabilities amounted to HK\$12,115,000.

Contract liabilities are classified as current as they are expected to be settled within the Group's normal operating cycle. The balance of contract liabilities has increased mainly due to the increase in billing in advance of construction contracts.

When the Group receives a deposit before the construction activity commences, this will give rise to contract liabilities at the start of a contract, the deposit will set off against contract assets and/or progress billings in the later stage. The Group typically receives certain percentage of deposit before construction work commences. Deposits may be forfeited if construction contract is cancelled by the customer.

20. 合約資產及合約負債(續)

(b) 合約負債

於2018年1月1日，合約負債為12,115,000港元。

預期本集團將於正常經營週期內結付合約負債，故其分類為流動。合約負債結餘增加的主要因為建築合約預付款項增加。

當本集團於建築活動開始前收取按金，則此將於合約開始時產生合約負債，按金將在後期抵銷合約資產及／或進度付款。本集團一般會於建築工程開始前收取若干百分比的按金。倘客戶取消建築合約，則按金可能會被沒收。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities (continued)

Significant changes in contract liabilities are explained as follows.

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Balance at 1 January	於1月1日的結餘	5,238	12,115
Billing in advance of construction contracts	建築合約預付款項	12,938	1,264
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的已確認收益	(1,176)	(8,141)
Balance at 31 December	於12月31日的結餘	17,000	5,238

For the year ended 31 December 2019, the amount of revenue recognised during the year from performance obligations satisfied (or partially satisfied) in previous periods is HK\$14,301,000 (2018: HK\$8,303,000), mainly due to the changes in estimate of the transaction price of certain construction contracts.

21. CASH AND BANK BALANCES/PLEDGED BANK DEPOSITS

Bank balances carry interest at variable market rates which range from 0% to 0.10% (2018: 0% to 0.10%).

Pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group. The pledged bank deposits carry market interest rate which ranged from 0.10% to 2.50% per annum (2018: ranged from 0.10% to 1.88% per annum).

20. 合約資產及合約負債(續)

(b) 合約負債(續)

合約負債的重大變動闡述如下。

截至2019年12月31日止年度，年內就已履行（或部分履行）以往期間履約義務確認的收益金額為14,301,000港元（2018年：8,303,000港元），主要原因為若干建築合約的交易價格估計變更。

21. 現金及銀行結餘／已抵押銀行存款

銀行結餘按市場浮動利率介乎0%至0.10%（2018年：0%至0.10%）計息。

已抵押銀行存款指為確保本集團獲授銀行融資而抵押予銀行的存款。已抵押銀行存款按市場年利率介乎0.10%至2.50%（2018年：年利率介乎0.10%至1.88%）計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

22. TRADE AND OTHER PAYABLES

22. 貿易及其他應付款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade payables	貿易應付款項	113,501	79,703
Other payables and accruals	其他應付款項及 應計費用	24,200	40,252
		137,701	119,955

The credit period on trade payables is ranged from 30 to 60 days.

貿易應付款項的信貸期介乎30至60天。

Retentions payable of HK\$22,041,000 (2018: HK\$27,317,000) is included in the trade payables. Except for the amount of HK\$17,901,000 (2018: HK\$19,817,000), which was expected to be settled after one year, all of the remaining balances were expected to be settled within one year as at 31 December 2019.

應付保留金 22,041,000 港元 (2018 年 : 27,317,000 港元) 計入貿易應付款項。於2019年12月31日, 除 17,901,000 港元 (2018 年 : 19,817,000 港元) 預期於一年後償還外, 所有餘額預期將於一年內償還。

The following is an aged analysis of trade payables presented based on the certificate date.

按證明日期呈列的貿易應付款項之賬齡分析如下。

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Not yet due or within 1 month	尚未到期或1個月內	64,788	39,277
1 to 2 months	1至2個月	8,165	9,562
2 to 3 months	2至3個月	3,449	8,751
Over 3 months	3個月以上	37,099	22,113
		113,501	79,703

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

23. LEASE LIABILITIES/OBLIGATIONS UNDER FINANCE LEASES

23. 租賃負債／融資租賃承擔

(a) Lease liabilities

(a) 租賃負債

		2019 2019年 HK\$'000 千港元
Lease liabilities payable	應付租賃負債	
Within 1 year	1年內	7,647
More than 1 year but less than 2 years	多於1年惟少於2年	5,131
More than 2 years but less than 5 years	多於2年惟少於5年	3,179
More than 5 years	多於5年	1,129
		17,086
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下列示12個月內到期 結付的款項	(7,647)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下列示12個月後到期 結付的款項	9,439

The lessee's increment borrowing rates applied by relevant group entities range from 2.50% to 6.55% per annum.

由相關集團實體應用之承租人增量借款年利率的範圍為2.50%至6.55%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

23. LEASE LIABILITIES/OBLIGATIONS UNDER FINANCE LEASES (continued)

(b) Obligations under finance leases

At 31 December 2018, the Group had obligations under finance leases repayable as follows:

		2018 2018年	
		Total minimum lease payments 最低租賃付款總額 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃付款現值 HK\$'000 千港元
Within 1 year	1年內	3,362	3,005
More than 1 year but less than 2 years	多於1年惟少於2年	1,157	889
More than 2 years but less than 5 years	多於2年惟少於5年	2,360	1,806
More than 5 years	多於5年	2,016	1,860
		8,895	7,560
Less: future finance charges	減：未來財務費用	(1,335)	N/A
Present value of lease obligations	租賃承擔現值	7,560	7,560
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下列示 12個月內到期結 付的款項		(3,005)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下列示 12個月後到期 結付的款項		4,555

The obligations under finance leases carried interest ranged from 4.00% to 6.43%.

融資租賃承擔的利息範圍為4.00%至6.43%。

23. 租賃負債／融資租賃承擔(續)

(b) 融資租賃承擔

於2018年12月31日，本集團的融資租賃承擔須按下列期限償還：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

24. BANK LOANS/BANK OVERDRAFTS

24. 銀行貸款／銀行透支

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Bank loans are repayable (note)	應付銀行貸款(附註)		
Within 1 year	1年內	57,342	67,618
More than 1 year but less than 2 years	多於1年惟少於2年	1,970	-
More than 2 years but less than 5 years	多於2年惟少於5年	6,215	-
More than 5 years	多於5年	3,102	-
Total bank loans	銀行貸款總額	68,629	67,618

Note: The amounts due are based on the scheduled repayment dates set out in the bank loans. These bank borrowings contain a repayment on demand clause and the amounts are therefore presented as current liabilities.

附註：應付金額乃基於銀行貸款所載列之預定還款日期釐定。該等銀行借款包括按要求償還條款，款項因而列為流動負債。

As at 31 December 2019 and 2018, the above bank borrowings were secured and guaranteed by a counter indemnity provided by a subsidiary for the issuance of guarantee or performance bond.

於2019年及2018年12月31日，上述銀行借款以一間附屬公司就發出擔保或履約保證提供的反彌償保證作抵押及擔保。

Bank deposits of HK\$40,060,000 (see note 21) and a life insurance contract (see note 16) were also pledged to secure the banking facilities granted to the Group as at 31 December 2019.

於2019年12月31日，銀行存款40,060,000港元(見附註21)及一份人壽保險合約(見附註16)亦已予抵押，作為本集團所獲授銀行信貸的擔保。

Bank deposits of HK\$50,005,000 (see note 21) were also pledged to secure the banking facilities granted to the Group as at 31 December 2018.

於2018年12月31日，銀行存款50,005,000港元(見附註21)亦已予抵押，作為本集團所獲授銀行信貸的擔保。

The bank loans bear variable interest rate at 1% above Hong Kong Inter Bank Offered Rate or the bank's Hong Kong dollars best lending rate ("BLR").

銀行貸款按香港銀行同業拆息1%的浮動利率，或該銀行的港元最優惠貸款利率(「最優惠貸款利率」)計息。

Bank overdrafts carry interest at the bank's Hong Kong dollars BLR and are repayable on demand.

銀行透支按該銀行的港元最優惠貸款利率計息並按要求償還。

Details of liquidity analysis for bank borrowings and bank overdrafts are disclosed in note 27.

有關銀行借款及銀行透支的流動資金分析詳情於附註27披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

25. ACQUISITION OF SUBSIDIARIES

25. 收購附屬公司

For the year ended 31 December 2018

截至2018年12月31日止年度

HK\$'000
千港元

Fair value of assets of subsidiaries acquired	已收購附屬公司 資產的公平值	
Property, plant and equipment	物業、廠房及設備	6,597
Other receivables and prepayments	其他應付款項及 預付款項	2,744
Cash and bank balances	現金及銀行結餘	260
Trade and other payables	貿易及其他應付款項	(2,845)
Obligations under finance lease	融資租賃承擔	(5,278)
Fair value of net assets acquired	已收購淨資產的公平值	1,478
Goodwill (note 17)	商譽(附註17)	22,522
Total consideration paid, satisfied by cash	以現金支付的代價總額	24,000
Net cash outflow arising on acquisition:	自收購產生的現金 流出淨額：	
Cash consideration paid	已付現金代價	(24,000)
Cash and bank balance	現金及銀行結餘	260
		(23,740)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

25. ACQUISITION OF SUBSIDIARIES (continued)

On 20 June 2018, the Group entered into a sales and purchase agreement with the vendor to acquire 100% of the issued share capital of TIEN New Energy Development Limited ("TIEN") at a consideration of HK\$24,000,000. TIEN and its subsidiaries ("TIEN group") are principally engaged in engineering development and qualified for main engineering, procurement and construction in electric power projects in the PRC with a focus in the application of renewable energy in the construction sector of the PRC.

All the conditions precedent under the agreement have been fulfilled and the acquisition was completed on 6 July 2018 ("Completion"). After the Completion, TIEN became an indirect wholly-owned subsidiary of the Company.

Since the acquisition, TIEN group contributed HK\$782,000 to the Group's revenue and a loss of HK\$1,206,000 to the Group's profit for the year ended 31 December 2018, respectively.

Had the business combination taken place at 1 January 2018, the Group's revenue and the profit for the year ended 31 December 2018 would have increased by HK\$1,048,000 and decreased by HK\$4,212,000, respectively.

25. 收購附屬公司(續)

於2018年6月20日，本集團與賣方訂立買賣協議，以收購忠天新能源開發有限公司(「忠天」)已發行股本的100%，代價為24,000,000港元。忠天及其附屬公司(「忠天集團」)主要從事工程開發，並合資格從事中國電力行業項目的主體工程、採購及建築，專注於在中國建築行業應用可再生能源。

該協議的所有先決條件均已達成，收購事項已於2018年7月6日完成(「完成」)。於完成後，忠天已成為本公司的間接全資附屬公司。

自收購以來，忠天集團為本集團截至2018年12月31日止年度的收益及溢利分別帶來782,000港元及虧損1,206,000港元。

倘業務合併於2018年1月1日發生，則本集團截至2018年12月31日止年度的收益及溢利將分別增加1,048,000港元及減少4,212,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

26. SHARE CAPITAL AND RESERVES (continued)

(a) Share capital

		THE COMPANY 本公司				
		2019 2019年		2018 2018年		
		No. of shares 股份數目	Amount 金額 HK\$'000 千港元	No. of shares 股份數目	Amount 金額 HK\$'000 千港元	
Par value 面值 \$ 元						
Authorised ordinary shares	法定普通股					
At 1 January and 31 December	於1月1日及12月31日	0.01	1,000,000,000	10,000	1,000,000,000	10,000
Issued and fully paid ordinary shares	已發行及繳足普通股					
At 1 January	於1月1日	0.01	612,000,000	6,120	512,000,000	5,120
Placing of new shares (note)	配售新股份(附註)	0.01	-	-	100,000,000	1,000
At 31 December	於12月31日	0.01	612,000,000	6,120	612,000,000	6,120

Note:

On 15 June 2018, a total of 100,000,000 shares were allotted and issued at a price of HK\$0.84 per share. The Company received net proceeds of approximately HK\$81,300,000 (after deducting issuing expenses) in respect of the placing of new shares under general mandate.

附註：

於2018年6月15日，按每股0.84港元的價格配發及發行100,000,000股股份。本公司就根據一般授權配售新股份取得所得款項淨額約81,300,000港元(扣除發行開支)。

(b) Nature and purpose of reserves

(i) Share premium

The share premium account is governed by the Companies Law of the Cayman Islands and may be applied by the Company subject to provisions, if any, of its memorandum and articles of association in paying distributions or dividends to equity shareholders.

(b) 儲備的性質及目的

(i) 股份溢價

股份溢價賬受開曼群島公司法規管，在本公司的組織章程大綱及細則條文(如有)規限下，可由本公司用於支付向權益股東作出的分派或股息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

26. SHARE CAPITAL AND RESERVES (continued)

(b) Nature and purpose of reserves (continued)

(i) Share premium (continued)

No distribution or dividend may be paid to equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(ii) Other reserve

The other reserve mainly represents the deemed contributions from and distributions to the then controlling shareholders as a result of the reorganisation before the listing of the shares of the Company on the Stock Exchange.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3.

(c) Distributability of reserves

At 31 December 2019, the aggregate amount of the Company's reserves available for distribution to equity shareholders of the Company, as calculated in accordance with the Companies Law of the Cayman Islands and the Company's memorandum and articles of association, was HK\$153,292,000 (2018: HK\$161,167,000).

(d) Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to fund its business, provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

26. 股本及儲備(續)

(b) 儲備的性質及目的(續)

(i) 股份溢價(續)

除非於緊隨建議派付分派或股息之日後，本公司將有能力支付其於日常業務過程中到期的債務，否則不得以股份溢價賬向權益股東派付分派或股息。

(ii) 其他儲備

其他儲備主要指因本公司股份於聯交所上市前進行重組而被視作來自當時控股股東的出資及向當時控股股東作出的分派。

(iii) 匯兌儲備

匯兌儲備包括就換算海外業務財務報表所產生的所有外匯差額。該儲備根據附註3所載的會計政策處理。

(c) 儲備可分派性

於2019年12月31日，本公司可供分派予本公司權益股東的儲備總金額(根據開曼群島公司法及本公司組織章程大綱及細則計算)為153,292,000港元(2018年：161,167,000港元)。

(d) 資本風險管理

本集團管理資本的主要目標為保障本集團持續經營的能力，以為其業務提供資金，為股東提供回報及為其他權益人提供利益，並維持最佳資本架構以減少資金成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

26. SHARE CAPITAL AND RESERVES (continued)

(d) Capital risk management (continued)

The capital structure of the Group consists of net debt, which includes the bank loans and bank overdrafts disclosed in note 24 and lease liabilities disclosed in note 23, net of cash and bank balances and equity attributable to owners of the Company, comprising share capital and reserves.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-equity ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest bearing loans and borrowings, and lease liabilities/obligations under finance leases) less cash and bank balances. Total equity comprises all components of equity attributable to equity shareholders of the Company. During 2019 and 2018, the Group's strategy was to maintain the adjusted net debt-to-equity ratio at a reasonable level, not exceeding 50%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

The Government of Hong Kong Special Administrative Region (the "Government") requires contractors on the list of approved contractors for public works (the "List") to maintain such minimum working capital as the Government may from time to time determine (the "Required Minimum Working Capital"). A subsidiary of the Company is subject to the Required Minimum Working Capital as the subsidiary is a contractor on the List. Except for this, neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

26. 股本及儲備(續)

(d) 資本風險管理(續)

本集團的資本架構包括債務淨額(包括附註24所披露的銀行貸款及銀行透支以及附註23所披露的租賃負債)除以現金及銀行結餘以及本公司擁有人應佔權益(包括股本及儲備)。

本集團積極並定期檢討及管理其資本架構，以在較高借貸水平可能帶來較高股東回報與穩健資本狀況所帶來的優勢及保障之間取得平衡，並因應經濟狀況的轉變對資本架構作出調整。

本集團按經調整債務淨額對權益比率監察其資本架構。就此而言，經調整債務淨額乃界定為債務總額(包括計息貸款及借款以及租賃負債/融資租賃承擔)減現金及銀行結餘。權益總額包括本公司權益股東應佔權益的所有組成部分。於2019年及2018年，本集團採取的策略為將經調整債務淨額對權益比率維持在合理水平，即不超過50%。為維持或調整該比率，本集團可能調整派付予股東的股息金額、發行新股份、籌措新的債務融資或出售資產以減少債務。

香港特別行政區政府(「政府」)要求名列認可公共工程承建商名冊(「名冊」)的承建商維持由政府不時釐定的最低營運資本(「指定最低營運資本」)。本公司一間附屬公司因屬名冊上的承建商而受指定最低營運資本所規限。除此以外，本公司及其附屬公司均不受外部施加的資本規定所規限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS

27. 金融工具

(a) Categories of financial instruments

(a) 金融工具之類別

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Financial assets			
Financial assets at amortised cost	金融資產 按攤銷成本列賬之 金融資產	208,307	196,167
Financial asset at FVTPL	按公平值計入損益的 金融資產	23,016	-
Financial liabilities			
At amortised cost	金融負債 按攤銷成本	218,320	229,293

(b) Financial risk management objectives and policies

(b) 財務風險管理目標及政策

The Group's financial instruments include financial asset at FVTPL, trade and other receivables, cash and bank balances and pledged bank deposits, trade and other payables, loans from directors, amount due to immediate holding company, lease liabilities/obligations under finance leases and bank loans and bank overdrafts.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, liquidity risk and market risk (interest rate risk and foreign currency risk). The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團的金融工具包括按公平值計入損益的金融資產、貿易及其他應收款項、現金及銀行結餘及已抵押銀行存款、貿易及其他應付款項、來自董事的貸款、應付直接控股公司款項、租賃負債／融資租賃承擔以及銀行貸款及銀行透支。

該等金融工具詳情披露於各自的附註。有關該等金融工具的風險包括信貸風險、流動資金風險及市場風險(利率風險及外幣風險)。如何減輕該等風險的政策載於下文。管理層管理及監控該等風險以確保可以及時有效施行適當措施。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables, contract assets, investment component of other non-current assets, bank balances and pledged bank deposits.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

As at 31 December 2019, 39% and 71% of the total trade receivables and contracts assets was due from the largest and top five largest debtors respectively. The total balance of trade receivables, contract assets and other receivables relating Customer A amounted to HK\$193,345,000.

As at 31 December 2018, 52% and 71% of the total trade receivables and contracts assets was due from the largest and top five largest debtors respectively. The total balance of trade receivables, contract assets and other receivables relating to Customer A amounted to HK\$271,808,000.

Other than the above, investment component of other non-current assets, bank balances and pledged bank deposits, the Group has no other significant concentration of credit risk, with exposure spread over a number of counterparties.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估

信貸風險指對手方將不履行其合約責任導致本集團蒙受財務損失的風險。本集團的信貸風險主要來自貿易及其他應收款項、合約資產、其他非流動資產的投資部分、銀行結餘以及已抵押銀行存款。

本集團承受的信貸風險主要受各客戶的個別特點影響，與客戶經營的行業或所在的國家無關，因此，重大集中信貸風險主要因本集團就個別客戶承受的重大風險而產生。

於2019年12月31日，最大及五大應收賬款分別結欠貿易應收款項及合約資產總額中的39%及71%。與客戶A有關的貿易應收款項、合約資產及其他應收款項結餘總額為193,345,000港元。

於2018年12月31日，最大及五大應收賬款分別結欠貿易應收款項及合約資產總額中的52%及71%。與客戶A有關的貿易應收款項、合約資產及其他應收款項結餘總額為271,808,000港元。

除上述者、其他非流動資產的投資部分、銀行結餘以及已抵押銀行存款外，本集團之風險分散於多個對手方，故並無其他重大信貸集中風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables and contract assets

Individual credit risk assessments are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not hold any collateral from customers.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is determined individually for debtors with significant balances or on a collective basis.

For the year ended 31 December 2019, the Group has assessed the ECL of trade receivables due from Customer A of HK\$169,598,000, contract assets in relation to a contract with Customer A of HK\$18,299,000 and other receivables related to the Group's payment on behalf of Customer A for certain expenses of HK\$5,448,000. Customer A is the Group's customer in relation to the Project. Most of the trade receivables due from Customer A have been overdue for over 260 days. The completion of the Project has been delayed for a prolonged period of time due to (i) the inclement weather; (ii) change of policy on worker visa application, resulting in a substantial amount of workers could not obtain the necessary work permit to work; and (iii) change in design as instructed by the customer. During the year ended 31 December 2019, the management has been in active discussion with Customer A to recover the debt due to the Group, including negotiation for repayment plan, negotiation to secure the outstanding balances with a charge over the Project and understanding Customer A's financial position and assessing its ability to repay the amounts outstanding through estimated fundings from Customer A's shareholders.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

貿易應收款項及合約資產

本集團會對所有要求超過一定信貸金額的客戶進行個別信貸風險評估。此等評估集中於客戶過往支付到期款項的記錄及現時的付款能力，並考慮客戶的特定資料及有關客戶經營所在經濟環境的資料。本集團並無持有來自客戶的任何抵押品。

本集團按相等於全期預期信貸虧損的金額計量貿易應收款項及合約資產的虧損撥備，有關金額乃就個別負有重大結餘的應收賬款或按整體基準釐定。

截至2019年12月31日止年度，本集團已就應收客戶A的貿易應收款項169,598,000港元、與客戶A的合約有關的合約資產18,299,000港元以及有關本集團代客戶A支付若干開支5,448,000港元的其他應收款項評估預期信貸虧損。客戶A為本集團有關該項目的客戶。應收客戶A的大部分貿易應收款項已逾期超過260天。由於(i)惡劣天氣；(ii)工人簽證申請政策變動，導致大量工人無法取得於工作所需的簽證；及(iii)按客戶指示更改設計，項目已延期完成一段長時間。於截至2019年12月31日止年度，管理層一直積極與客戶A討論以收回應付本集團的債務，包括協商還款計劃，協商以抵押項目擔保未償還結餘，以及透過來自客戶A的股東之估計資金了解客戶A的財務狀況與評估其償還未償還金額的能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables and contract assets (continued)

For the year ended 31 December 2019, impairment losses of HK\$65,519,000 (2018: HK\$128,000) for the trade receivables and HK\$17,928,000 (2018: HK\$317,000) for the contract assets were recognised for the amounts due from Customer A after taken into the estimated funding to be received by Customer A from its shareholders.

As at 31 December 2019, in addition to amounts due from Customer A, the Group has also assessed the ECL of its remaining trade receivables and contract assets due from other debtors individually. For the year ended 31 December 2019, an impairment loss on ECL, net of reversal, of HK\$470,000 and HK\$4,380,000, was recognised on trade receivables and contract assets respectively, for these remaining individual customers. As at 31 December 2018, the management had assessed the ECL of trade receivables and contract assets, including the amounts due from Customer A, on a collective basis and an impairment loss on ECL, net of reversal, of HK\$30,000 and HK\$1,163,000 was recognised on trade receivables and contract assets respectively during the year then ended.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

貿易應收款項及合約資產(續)

截至2019年12月31日止年度，經考慮客戶A將自其股東收取的估計資金，已就應收客戶A的款項分別確認貿易應收款項及合約資產之減值虧損65,519,000港元(2018年：128,000港元)及17,928,000港元(2018年：317,000港元)。

於2019年12月31日，除應收客戶A的款項外，本集團亦已就餘下應收其他債務人的貿易應收款項及合約資產的預期信貸虧損進行個別評估。截至2019年12月31日止年度，已就該等餘下個別客戶的貿易應收款項及合約資產分別確認預期信貸虧損的減值虧損(扣除撥回)470,000港元及4,380,000港元。於2018年12月31日，管理層按整體基準評估貿易應收款項及合約資產的預期信貸虧損(包括應收客戶A之款項)，並在截至該日止年度確認貿易應收款項及合約資產的預期信貸虧損的減值虧損(扣除撥回)分別為30,000港元及1,163,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

2019		External credit rating 外部 信貸評級	Internal management assessment 內部 管理層評級	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 總賬面值 HK\$'000 千港元
2019年	Notes 附註				
Financial assets at amortised cost 按攤銷成本列賬之金融資產					
Trade receivables 貿易應收款項	19	N/A 不適用	note 1 附註1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值)	44,475
			note 5 附註5	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已信貸減值)	169,598
Deposits and other receivables 按金及其他應收款項	19	N/A 不適用	note 3 附註3	12m ECL 12個月預期信貸虧損	13,577
			note 5 附註5	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值)	5,448
Bank balances and pledged bank deposits 銀行結餘及已抵押銀行存款	21	Aa-Baa (Note 4) Aa-Baa (附註4)	N/A 不適用	12m ECL 12個月預期信貸虧損	41,343
Other item 其他項目					
Contract assets 合約資產	20(a)	N/A 不適用	note 1 附註1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值)	241,542
			note 2 附註2	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已信貸減值)	4,126
			note 5 附註5	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已信貸減值)	18,299

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表提供有關本集團需要進行預期信貸虧損評估的金融資產及合約資產的信貸風險詳情：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

	Notes 附註	External credit rating 外部 信貸評級	Internal management assessment 內部 管理層評級	12-month or lifetime ECL 12個月或 全期預期信貸虧損	Gross carrying amount 總賬面值 HK\$'000 千港元
--	-------------	---	---	---	--

Financial assets at amortised cost

按攤銷成本列賬之金融資產

Trade receivables 貿易應收款項	19	N/A 不適用	note 1 附註1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值)	93,550
Deposits and other receivables 按金及其他應收款項	19	N/A 不適用	note 3 附註3	12m ECL 12個月預期信貸虧損	50,242
Bank balances and pledged bank deposits 銀行結餘及已抵押銀行存款	21	Aa-Baa (Note 4) Aa-Baa (附註4)	N/A 不適用	12m ECL 12個月預期信貸虧損	52,520

Other item

其他項目

Contract assets 合約資產	20(a)	N/A 不適用	note 1 附註1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值)	359,218
-------------------------	-------	------------	---------------	--	---------

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes:

1. In respect of these trade receivables, it represents debtors that have frequently repaid within due dates and management expects the balances will be fully settled. In respect of the contract assets, these represents balances with debtors that have frequently repaid within due dates and management expects to be fully settled. These amounts are assessed individually by applying lifetime ECL approach based on historical default and loss data, making reference to the average default rates and loss given default from external rating agency report and adjusted for forward-looking factors.
2. In respect of these contract assets, there is evidence indicating these assets are credit-impaired. These amounts are assessed individually by applying lifetime ECL approach based on historical default and loss data, making reference to the average default rates and loss given default from external rating agency report and adjusted for forward-looking factors.
3. For other receivables and deposits, management of the Group makes periodic assessment under 12m ECL on the recoverability of other receivables and deposits based on historical settlement records, past experience and supportive forward-looking information. For the year ended 31 December 2019 and 2018, the Group assessed that the 12m ECL on these balances are not material and thus no loss allowance was recognised.
4. For bank balances and pledged bank deposits, the credit risks are limited because the counterparties are banks and financial institutions with sound credit rating by international credit rating agencies. The Group assessed 12m ECL for bank balances and pledged bank deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the Group assessed that the 12m ECL on bank balances and pledged bank deposits were insignificant and thus no loss allowance was recognised.
5. In respect of amounts due from Customer A, there is evidence indicating these assets are credit-impaired. These amounts are assessed individually by applying lifetime ECL approach based on the estimated funding from Customer A's shareholders and adjusted for forward-looking factors.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：

1. 就該等貿易應收款項而言，其指經常在到期日內償還的債務人，管理層預計結餘將悉數結清。就合約資產而言，該等指債務人的結餘經常在到期日內償還，管理層預計將悉數結清。經參考來自外部評級機構報告的平均違約率及違約損失率，該等款項根據歷史違約及虧損數據應用全期預期信貸虧損法進行個別評估，並就前瞻性因素進行調整。
2. 就該等合約資產而言，有證據表明該等資產為已信貸減值。經參考來自外部評級機構報告的平均違約率及違約損失率該等款項根據歷史違約及虧損數據應用全期預期信貸虧損法進行個別評估，並就前瞻性因素進行調整。
3. 就其他應收款項及按金而言，本集團管理層根據歷史結算記錄、過往經驗及支持性的前瞻性資料按12個月預期信貸虧損定期評估其他應收款項及按金的可收回程度。截至2019年及2018年12月31日止年度，本集團評估該等結餘的12個月預期信貸虧損並不重大，故並無確認虧損撥備。
4. 就銀行結餘及已抵押銀行存款而言，信貸風險有限，原因為對手方乃國際信用評級機構頒予良好信用評級的銀行及金融機構。本集團參考有關違約可能性及虧損導致違反外部信貸評級機構公佈的有關各自信貸評級等級資料，對銀行結餘及已抵押銀行存款進行12個月預期信貸虧損評估。根據平均虧損率，本集團評估銀行結餘及已抵押銀行存款的12個月預期信貸虧損屬微不足道，故並無確認虧損撥備。
5. 就應收客戶A的款項而言，有證據表明該等資產為已信貸減值。該等金額按來自客戶A的股東之估計資金應用全期預期信貸虧損法進行個別評估，並就前瞻性因素進行調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following tables show the movements in allowance for credit losses for trade receivables and contract assets under the simplified approach.

Movements in the allowance for credit losses for trade receivables

		Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance as at 1 January 2018	於2018年1月1日的結餘	115	-	115
Impairment losses recognised	已確認減值虧損	30	-	30
Balance as at 31 December 2018	於2018年12月31日的結餘	145	-	145
Transfer to credit-impaired	轉至已信貸減值	(128)	128	-
Impairment losses recognised	已確認減值虧損	487	65,519	66,006
Impairment losses reversed	已撥回減值虧損	(17)	-	(17)
Balance as at 31 December 2019	於2019年12月31日的結餘	487	65,647	66,134

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表根據簡化法列示貿易應收款項及合約資產的信貸虧損撥備變動。

貿易應收款項的信貸虧損撥備變動

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Movements in the allowance for credit losses for contract assets

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

合約資產的信貸虧損撥備變動

		Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance as at 1 January 2018	於2018年1月1日的結餘	2,316	–	2,316
Impairment losses recognised	已確認減值虧損	1,163	–	1,163
Write-offs	撇銷	(829)	–	(829)
Balance as at 31 December 2018	於2018年12月31日的結餘	2,650	–	2,650
Transfer to credit-impaired	轉至已信貸減值	(1,810)	1,810	–
Impairment losses recognised	已確認減值虧損	1,789	20,615	22,404
Impairment losses reversed	已撥回減值虧損	(96)	–	(96)
Balance as at 31 December 2019	於2019年12月31日的結餘	2,533	22,425	24,958

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Investment component of other non-current assets

The investment in other non-current assets which is unrated have to be approved by the management. The management regularly reviews and monitors the investment. Details of the terms of the investment are disclosed in note 16. Summary of the fair value and principal amount of investment component of other non-current assets is set out below.

Rating
評級

A2

Liquidity risk

Individual subsidiaries within the Group are responsible for their own cash management, including the raising of loans to cover the expected cash demands. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed funding lines from major financial institutions to meet its liquidity requirements in the short and longer term.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

其他非流動資產的投資部分

未評級的其他非流動資產投資須經管理層批准。管理層定期檢討及監察該投資。投資條款的詳情於附註16披露。其他非流動資產投資部分的公平值及本金額概述載列如下。

	2019 2019年	
	Fair value 公平值 HK\$'000 千港元	Principal Amount 本金額 HK\$'000 千港元
A2	23,016	22,656

流動資金風險

本集團旗下個別附屬公司負責其自身的現金管理，包括籌措貸款以滿足預期現金需求。本集團的政策為定期監察當前及預期流動資金需要以及其遵守借款契諾的情況，以確保維持足夠現金儲備及獲主要財務機構授予充足的承諾資金額度，應付其短期及較長期的流動資金需要。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

		At 31 December 2019 於2019年12月31日						
		Weighted average interest rate	Carrying amount	Total contractual undiscounted cash flow 合約未貼現 現金流量總額	Within 1 year or on demand 1年內或 應要求	More than 1 year but less than 2 years 多於1年 惟少於2年	More than 2 years but less than 5 years 多於2年 惟少於5年	More than 5 years 多於5年
		加權平均利率 %	賬面金額 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	應要求 HK\$'000 千港元	多於1年 惟少於2年 HK\$'000 千港元	多於2年 惟少於5年 HK\$'000 千港元	多於5年 HK\$'000 千港元
Bank loans – variable rate	銀行貸款							
	– 浮動利率	4.45	68,629	68,629	68,629	-	-	-
Bank overdrafts	銀行透支	5.13	17,023	17,023	17,023	-	-	-
Trade and other payables	貿易及其他應付款項	-	114,821	114,821	112,639	2,182	-	-
Amount due to immediate holding company	應付直接控股公司 款項	-	17,847	17,847	17,847	-	-	-
Lease liabilities	租賃負債	5.13	17,086	17,116	8,371	4,501	3,049	1,195
			235,406	235,436	224,509	6,683	3,049	1,195

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團金融負債於報告期末的剩餘合約到期情況，此乃根據合約未貼現現金流量(包括按合約利率(如屬浮息，則根據於報告期末的即期利率)計算的利息付款)及本集團可被要求付款的最早日期得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

		At 31 December 2018 於2018年12月31日						
		Weighted average interest rate	Carrying amount	Total contractual undiscounted cash flow 合約未貼現 現金流量總額	Within 1 year or on demand 1年內或 應要求	More than 1 year but less than 2 years 多於1年 多於2年	More than 2 years but less than 5 years 多於2年 多於5年	More than 5 years 多於5年
		加權平均利率 %	賬面金額 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank loans – variable rate	銀行貸款 — 浮動利率	4.81	67,618	67,618	67,618	-	-	-
Bank overdrafts	銀行透支	5.50	13,272	13,272	13,272	-	-	-
Trade and other payables	貿易及其他應付款項	-	119,955	119,955	118,713	1,242	-	-
Obligations under finance leases	融資租賃承擔	5.82	7,560	8,895	3,362	1,157	2,360	2,016
Loans from directors	來自董事的貸款	5.13	20,888	22,332	-	22,332	-	-
			229,293	232,072	202,965	24,731	2,360	2,016

Bank loans and overdrafts with a repayment on demand clause are included in the “within 1 year or on demand” time band in the above maturity analysis.

As at 31 December 2019, the aggregate carrying amounts of these bank loans amounted to HK\$68,629,000 (31 December 2018: HK\$67,618,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

附有按要求償還條款的銀行貸款及透支計入上述到期日分析的「一年內或應要求」時間段。

於2019年12月31日，該等銀行貸款賬面總值為68,629,000港元(2018年12月31日：67,618,000港元)。考慮到本集團的財務狀況，本公司董事認為銀行不大可能行使裁量權以要求立即還款。本公司董事認為，該等銀行貸款將於報告期末後根據貸款協議所載的預定還款日期償還，詳情載於下表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

		Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash flow	Carrying amounts
		1年內	多於1年 惟少於2年	多於2年 惟少於5年	多於5年	未貼現現金 流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 December 2019	2019年12月31日	58,730	2,231	6,693	3,160	70,814	68,629
31 December 2018	2018年12月31日	69,393	-	-	-	69,393	67,618

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to fair value interest rate risk in relation to lease liabilities (see note 23 for details). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and pledged bank deposit (see note 21 for details) and variable-rate bank loans and overdrafts (see note 24 for details). The Group has not used financial derivatives to hedge against the interest rate risk. However, from time to time, if interest rate fluctuates significantly, appropriate measures would be taken to manage interest risk exposure.

The interest rates and terms of repayment of interest-bearing loans and overdrafts of the Group are disclosed in note 24 to these financial statements.

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

利率風險

利率風險為一項金融工具的公平值或未來現金流量將因市場利率改變而波動所帶來的風險。本集團承受有關租賃負債的公平值利率風險(詳情請參閱附註23)。本集團亦須就有關浮息銀行結餘及已抵押銀行存款(詳情請參閱附註21)以及浮息銀行貸款及透支(詳情請參閱附註24)承受現金流量利率風險。本集團並無使用金融衍生工具以對沖利率風險。然而，倘利率大幅波動，將不時採取適當措施管理利率風險。

本集團計息貸款及透支的利率及還款期於此等財務報表附註24披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Interest rate risk (continued)

Sensitivity analysis

At 31 December 2019, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately HK\$428,000 (2018: HK\$405,000), in response to the general increase/decrease in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The analysis has been performed on the same basis as 2018.

Foreign currency risk

The Group has no significant exposure to foreign currency risk as substantially all of the Group's transactions are denominated in Hong Kong dollars or the Group entity's respective functional currency.

In addition, the subsidiaries with functional currency as Renminbi ("RMB") have intra-group liabilities of HK\$5,343,000. The exposure to RMB exchange rates fluctuation is also expected to be not significant. Sensitivity analysis is therefore not presented.

(c) Fair value measurements

As at 31 December 2019, some of the Group's financial assets are measured at fair value. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

27. 金融工具(續)

(b) 財務風險管理目標及政策(續)

利率風險(續)

敏感度分析

於2019年12月31日，倘利率整體上升／下降50個基點，而所有其他變數維持不變，則本集團除稅後溢利及保留溢利估計將因應利率整體上升／下降而減少／增加約428,000港元(2018年：405,000港元)。

上述敏感度分析乃假設利率變動已於報告期末發生而釐定，並已用於當日已存在的非衍生金融工具的利率風險上。該項分析按與2018年相同的基準進行。

外幣風險

本集團並無承受重大外幣風險，原因在於本集團絕大部分交易以港元或本集團實體各自的功能貨幣計值。

此外，功能貨幣為人民幣(「人民幣」)的附屬公司之集團間負債為5,343,000港元。人民幣匯率波動風險亦預期不重大。因此，並無呈列敏感度分析。

(c) 公平值計量

於2019年12月31日，本集團部分金融資產乃以公平值計量。下表提供釐定該等金融資產公平值的資料(具體而言，所使用的估值技術及輸入數據)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Fair value hierarchy as at 31 December 2019

	Fair value 公平值		Fair value 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據
	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元		
Investment component of a life insurance contract 人壽保險合約的投資部分	Assets – 資產 – 23,016		Nil 無	Level 3 第三級
				Valuation technique: 估值技術： Discounted cash flows 貼現現金流量 Key inputs: 主要輸入數據： Expected cash flows, discount rate and discretionary return estimated by the issuer 預期現金流量、貼現率 及發行人所估計之酌 情收益

Key unobservable inputs used include expected cashflows, discount rates and discretionary return estimated by the issuer. The higher the expected cashflows or discretionary return estimated by the issuer, the higher the fair value. The higher the discount rates, the lower the fair value. Fair value gain of HK\$360,000 is recognised in profit or loss for the year ended 31 December 2019.

27. 金融工具(續)

(c) 公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產之公平值

於2019年12月31日的公平值等級

所使用的主要不可觀察輸入數據包括預期現金流量、貼現率及發行人所估計之酌情收益。預期現金流量或發行人所估計之酌情收益越高，公平值越高。貼現率越高，公平值越低。截至2019年12月31日止年度，公平值收益360,000港元已於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

Fair value hierarchy as at 31 December 2019 (continued)

There were no transfers between Level 1, Level 2 and Level 3 at the end of the reporting period.

As at 31 December 2019 and 2018, the directors of the Company consider that the carrying amounts of financial assets recorded at amortised cost in the consolidated financial statements approximate their fair values. Such fair value have been determined in accordance with generally accepted pricing models based on the discounted cash flow analysis.

28. COMMITMENTS

At 31 December 2018, the Group's total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 2018年 HK\$'000 千港元
Within 1 year	1年內	3,242
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)	1,551
		4,793

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of 1 to 3 years. None of the leases includes contingent rentals.

27. 金融工具(續)

(c) 公平值計量(續)

根據經常性基準按公平值計量的本集團金融資產之公平值(續)

於2019年12月31日的公平值等級(續)

於報告期末，第一級、第二級與第三級之間並無轉移。

於2019年及2018年12月31日，本公司董事認為，於綜合財務報表按攤銷成本列賬之金融資產的賬面值與本身的公平值相若。有關公平值已根據貼現現金流量分析的公認定價模式釐定。

28. 承擔

於2018年12月31日，本集團根據不可撤銷經營租賃應付的未來最低租金付款總額如下：

	2018 2018年 HK\$'000 千港元
1年內	3,242
第二年至第五年 (包括首尾兩年)	1,551
	4,793

本集團為根據經營租賃持有的多項物業的承租人。首段租賃期一般為1至3年。該等租賃不包括或然租金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

29. 融資活動產生負債的對賬

下表詳述本集團融資活動產生的負債的變動，包括現金及非現金變動。融資活動產生的負債指其現金流量或未來現金流量將於本集團的綜合現金流量表內分類至融資活動的現金流量。

		Amounts due to related parties 應付關聯方 的款項 HK\$'000 千港元	Bank loan 銀行貸款 HK\$'000 千港元 (note) (附註)	Interest payable 應付利息 HK\$'000 千港元	Lease liabilities/ obligation under finance leases 租賃負債/ 融資租賃承擔 HK\$'000 千港元	Loans from directors 來自董事的 貸款 HK\$'000 千港元	Amount due to immediate holding company 應付直接控股 公司的款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於2018年1月1日	4,345	50,996	-	9,135	-	-	64,476
Financing cash flows	融資現金流量	(4,345)	16,622	(3,821)	(6,853)	22,332	-	23,935
Interest expenses	利息開支	-	-	3,821	-	-	-	3,821
New finance lease through acquisition of subsidiaries (note 25)	透過收購附屬公司 新增融資租賃 (附註25)	-	-	-	5,278	-	-	5,278
Deemed contribution from shareholders for interest-free loans granted to the Group	將授予本集團的免息 貸款視作股東注資	-	-	-	-	(1,444)	-	(1,444)
At 31 December 2018	於2018年12月31日	-	67,618	-	7,560	20,888	-	96,066
Adjustment upon application of HKFRS 16	採納香港財務報告準則 第16號後的調整	-	-	-	4,578	-	-	4,578
At 1 January 2019 (restated)	於2019年1月1日 (經重列)	-	67,618	-	12,138	20,888	-	100,644
Financing cash flows	融資現金流量	-	1,011	(3,906)	(10,076)	(20,888)	17,847	(16,012)
New leases entered	已訂立新租賃	-	-	-	14,181	-	-	14,181
Interest expenses	利息開支	-	-	3,906	899	-	-	4,805
Exchange adjustments	匯兌調整	-	-	-	(56)	-	-	(56)
At 31 December 2019	於2019年12月31日	-	68,629	-	17,086	-	17,847	103,562

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

30. CONTINGENT LIABILITIES

- (i) At 31 December 2019, the Group had contingent liabilities in respect of performance bonds to guarantee the due and proper performance of the obligations undertaken by the Group's subsidiaries for projects amounting to HK\$14,771,500 (2018: HK\$31,097,500).
- (ii) In 2012, WWWC set up an arrangement with a third party to jointly undertake a construction project with a contract sum of HK\$270,000,000. Pursuant to the requirements of the construction contract (the "Contract"), WWWC and the third party entered into an agreement with the customer to jointly and severally guarantee the due and proper performance of the Contract and thus the Group had contingent liabilities in this respect as at 31 December 2019. Given the defect liability period for the Contract had expired in October 2015 and no claims were received from the customer up to the date of approval of these financial statements, the directors do not consider it is probable that a claim would be made against the Group and no provision has been made in the financial statements.

31. RETIREMENT BENEFITS PLANS

The Group participates in Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the employees' relevant income subject to a cap of monthly contribution of HK\$1,500. The employees of the Group in the PRC are members of a state-managed retirement benefits scheme operated by the PRC government. The Group is required to contribute a specific percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The total expense recognised in profit or loss of HK\$1,486,000 (2018: HK\$2,553,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

30. 或然負債

- (i) 於2019年12月31日，本集團就擔保本集團附屬公司妥善履行就項目所承擔責任而出具履約保證涉及的或然負債為14,771,500港元(2018年：31,097,500港元)。
- (ii) 於2012年，恆誠建築與一名第三方訂立安排，共同承接一項合約總額為270,000,000港元的建築項目。根據建築合約(「該合約」)的要求，恆誠建築及該第三方與客戶訂立一項協議，共同及各別地擔保妥善履行該合約，因此本集團於2019年12月31日就此存在或然負債。鑒於該合約的保養責任期已於2015年10月到期，且直至此等財務報表獲批准日期並無收到客戶提出的索賠，董事認為並無可能出現針對本集團的索償，亦無在財務報表作出撥備。

31. 退休福利計劃

本集團為香港所有合資格僱員參與強積金計劃(「強積金計劃」)。計劃內之資產於受託人控制下在獨立於本集團資產之基金持有。本集團按每名僱員的有關收入的5%作出供款，每月供款上限為1,500港元。本集團於中國的僱員為中國政府營運的國家管理退休福利計劃之成員。本集團須按薪金成本的指定百分比向退休福利計劃作出供款，以撥付福利。本集團有關退休福利計劃的唯一責任為作出指定供款。

於損益確認的總開支為1,486,000港元(2018年：2,553,000港元)代表本集團按該計劃規則所規定的比率應付予該等計劃的供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

32. MATERIAL RELATED PARTY TRANSACTIONS 32. 重大關聯方交易

Material related party transactions identified during the year are summarised as follows:

於年內識別出的重大關聯方交易概列如下：

(a) Related party transactions

(a) 關聯方交易

Name of party 關聯方名稱	Relationships 關係		
Paul Tong & Associates Consulting Engineers Limited ("Paul Tong") 唐玉麟工程顧問有限公司 (「唐玉麟」)	A private company controlled by a key management personnel 一間由主要管理人員控制的私人公司		
Wong & Cheng Consulting Engineers Limited ("Wong & Cheng") 黃鄭顧問工程師有限公司 (「黃鄭」)	A private company controlled by Mr. Kwong, a former executive director of the Company 一間由本公司前執行董事鄭先生控制的私人公司		
Guangzhou Yangcheng Pile Co., Ltd. ("Guangzhou Yangcheng") 廣州羊城管樁有限公司 (「廣州羊城」)	A private company controlled by a key management personnel 一間由主要管理人員控制的私人公司		
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Consultancy fee paid to Paul Tong	向唐玉麟支付的顧問費	388	5,250
Consultancy fee paid to Wong & Cheng (note)	向黃鄭支付的顧問費(附註)	N/A	1,352
Purchase of goods from Guangzhou Yangcheng	向廣州羊城購買貨品	1,669	39,686

Note: Mr. Kwong resigned as executive director on 26 April 2019 and therefore this entity is no longer regarded as a related party as at 31 December 2019. During the year ended 31 December 2019 and prior to his resignation, no consultancy fee was paid to Wong & Cheng.

附註：鄭先生於2019年4月26日辭任為執行董事，因此此實體於2019年12月31日不再被視為一名關聯方。於截至2019年12月31日止年度及彼之辭任之前，並無向黃鄭支付顧問費。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

32. MATERIAL RELATED PARTY TRANSACTIONS 32. 重大關聯方交易 (續)

(continued)

(b) Balance with related parties

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Loans from directors	來自董事的貸款	-	20,888
Amount due to immediate holding company	應付直接控股公司款項	17,847	-

The loans from directors, whom have all resigned during the year, were unsecured, interest-free and repayable after one year. The amounts were early repaid in full during the year.

The amount due to immediate holding company is unsecured, interest-free and has no fixed repayment terms.

(b) 與關聯方的結餘

來自董事(該等董事已於年內全體辭任)的貸款為無抵押、免息且於一年後償還。該等款項已於年內提前悉數償還。

應付直接控股公司款項為無抵押、免息且無固定還款期。

(c) Key management personnel

Remuneration of key management personnel, including amounts paid to the executive directors as disclosed in note 11 and senior management, is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	9,143	8,939
Post-employment benefits	離職後福利	122	126
		9,265	9,065

Total remuneration is included in "staff costs" as set out in note 9(a).

(c) 主要管理人員

主要管理人員的薪酬(包括附註11所披露已付執行董事的款項及已付高級管理層的款項)如下:

薪酬總額已計入附註9(a)所載的「員工成本」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 33. 本公司財務狀況表及儲備

	Note	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current assets			
Amounts due from subsidiaries		63,457	–
Investments in subsidiaries		53,486	234
		116,943	234
Current assets			
Amounts due from subsidiaries		46,268	120,193
Other receivables		223	–
Cash and bank balances		3	50,649
		46,494	170,842
Current liabilities			
Other payables		2,679	3,789
Amount due to immediate holding company		1,100	–
Bank overdrafts		240	–
Tax payable		6	–
		4,025	3,789
Net current assets		42,469	167,053
Total assets less current liabilities		159,412	167,287
Capital and reserves			
Share capital	26	6,120	6,120
Reserves		153,292	161,167
		159,412	167,287

The statement of financial position of the Company was approved and authorised for issue by the board of directors on 13 July 2020 and is signed on its behalf by:

本公司財務狀況表已由董事會於2020年7月13日批准及授權刊發，並由以下董事代表簽署：

Ho Chun Kit Gregory
何俊傑
DIRECTOR
董事

Guo Jianfeng
郭劍峰
DIRECTOR
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

33. 本公司財務狀況表及儲備(續)

Note: Movements in reserve of the Company:

附註：本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2018	於2018年1月1日的結餘	85,939	(4,522)	81,417
Placing of new shares, net of issuing expenses	配售新股份，扣除發行 開支	80,300	-	80,300
Loss and total comprehensive expense for the year	年度虧損及全面開支 總額	-	(550)	(550)
Balance at 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日的結餘	166,239	(5,072)	161,167
Loss and total comprehensive expense for the year	年度虧損及全面開支 總額	-	(7,875)	(7,875)
Balance at 31 December 2019	於2019年12月31日的結餘	166,239	(12,947)	153,292

34. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into new lease agreements for the use of office premises and a motor vehicle from 2 to 3 years. On the lease commencement, the Group recognised HK\$14,181,000 of right-of-use assets and the related lease liabilities.

34. 主要非現金交易

於年內，本集團訂立新租賃協議以使用辦公室物業及汽車，期限為2至3年。於租賃開始時，本集團確認使用權資產14,181,000港元及有關租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

35. EVENTS AFTER THE REPORTING PERIOD

- (i) On 22 January 2020, the Company entered into a subscription and placing agreement with the immediate holding company and a placing agent pursuant to which the Company has conditionally agreed to allot and issue and the immediate holding company and the placing agent has conditionally agreed to subscribe and place a maximum number of 77,000,000 and 73,000,000 new shares, respectively, at the price of HK\$0.80 per share. Details of the transaction were disclosed in the Company's announcements and circular dated 22 January 2020 and 27 February 2020. These transactions have not been completed at the date of approval of these financial statements.
- (ii) The outbreak of the 2019 Novel Coronavirus ("COVID-19") in the PRC and the subsequent quarantine measures imposed by the PRC government as well as the travel restrictions imposed by other countries in early 2020 have had a negative impact on the operations and finance performance of the Group since January 2020. The Group had to delay its construction activities in the PRC after the Chinese New Year holiday. Most of the Group's construction activities has resumed since April 2020. In addition, in June 2020, the Group has applied the Employment Support Scheme launched by the Hong Kong SAR Government.

The directors of the Company will continue to pay close attention and monitor the development of the outbreak of COVID-19 and government support, and continue to evaluate its impacts on the financial position and operating results of the Group.

35. 報告期後事項

- (i) 於2020年1月22日，本公司與直接控股公司及配售代理訂立一份認購及配售協議，據此，本公司已有條件地同意配發及發行，而直接控股公司及配售代理已有條件地同意認購及配售最多分別77,000,000股及73,000,000股新股份，價格為每股0.80港元。該交易詳情於本公司日期為2020年1月22日及2020年2月27日的公告及通函中披露。該等交易於該等財務報表獲批准日期尚未完成。
- (ii) 自2020年1月起，於中國的2019年新型冠狀病毒（「COVID-19」）疫情及中國政府實施的後續檢疫措施以及其他國家於2020年初實施的旅遊限制對本集團的營運及財務表現產生負面影響。本集團不得不推遲春節假期後其於中國的建築活動。本集團自2020年4月起已恢復大部分建築活動。此外，於2020年6月，本集團已申請香港特別行政區政府推出的「保就業」計劃。

本公司董事將繼續密切關注及監察COVID-19疫情的發展及政府支援，並繼續評估其對本集團財務狀況及經營業績的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

36. COMPARATIVE FIGURES

For the consolidated statement of financial position as at 31 December 2018, below items have been reclassified or presented as separate line item.

1. HK\$50,005,000 pledged bank deposits is presented separately from cash and bank balances.
2. HK\$13,272,000 bank overdrafts is presented separately from bank loans and overdrafts.
3. HK\$545,000 has been reclassified from trade and other receivables to non-current deposits.
4. HK\$19,831,000 has been reclassified from trade and other receivables to contract assets as the retention receivables is still not yet unconditional.

In addition, to conform with current year's presentation, certain comparative figures for the line items on the consolidated statement of profit or loss and other comprehensive income have been reclassified. No further information is presented as there is no significant impact to the loss/profit before tax.

36. 比較數字

就於2018年12月31日的綜合財務狀況表而言，以下項目已作為單獨項目重新分類或呈列。

1. 50,005,000港元的已抵押銀行存款與現金及銀行結餘分開呈列。
2. 13,272,000港元的銀行透支與銀行貸款及透支分開呈列。
3. 545,000港元已自貿易及其他應收款項重新分類至非流動按金。
4. 19,831,000港元已由貿易及其他應收款項重新分類至合約資產，原因為應收保留金仍未屬無條件。

此外，為符合本年度的呈列方式，於綜合損益及其他全面收益表的項目之若干比較數據已重新分類。由於並未對除稅前虧損／溢利產生重大影響，故並無呈列進一步資料。

Financial Summary

財務摘要

A summary of the results and assets and liabilities of the Group for the last five financial years are as follows.

本集團過往五個財政年度的業績與資產及負債概要如下。

RESULTS	業績	Year ended 31 December 截至12月31日止年度				
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Revenue	收益	246,880	610,761	821,907	715,107	628,732
(Loss) profit before tax	除稅前(虧損)溢利	(109,368)	21,869	31,206	55,287	67,442
Income tax credit (expense)	所得稅抵免(開支)	1,230	(4,475)	(8,319)	(13,150)	(13,115)
(Loss) profit for the year	年度(虧損)溢利	(108,138)	17,394	22,887	42,137	54,327

ASSETS AND LIABILITIES	資產及負債	At 31 December 於12月31日				
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Total assets	資產總值	517,742	584,865	449,667	338,897	438,408
Total liabilities	負債總額	(283,513)	(241,979)	(210,092)	(213,033)	(211,273)
Net assets	資產淨值	234,229	342,886	239,575	125,864	227,135

This annual report is published in both English and Chinese languages. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.

本年報以中英文刊登。中英文版本如有任何不符，概以英文版為準。

